

Date: August 25, 2016

Bombay Stock Exchange Ltd
Corporate Relationship Dept.
Phiroze Jeejeebhoy Towers
Mumbai:- 400 001.

Dear Sirs,

Company Code No. 502175

SUB : Annual Report of the Company for the year 2015-2016.

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of 58th Annual General Meeting held on 22.08.2016.

We would request you to take the same on record and confirm.

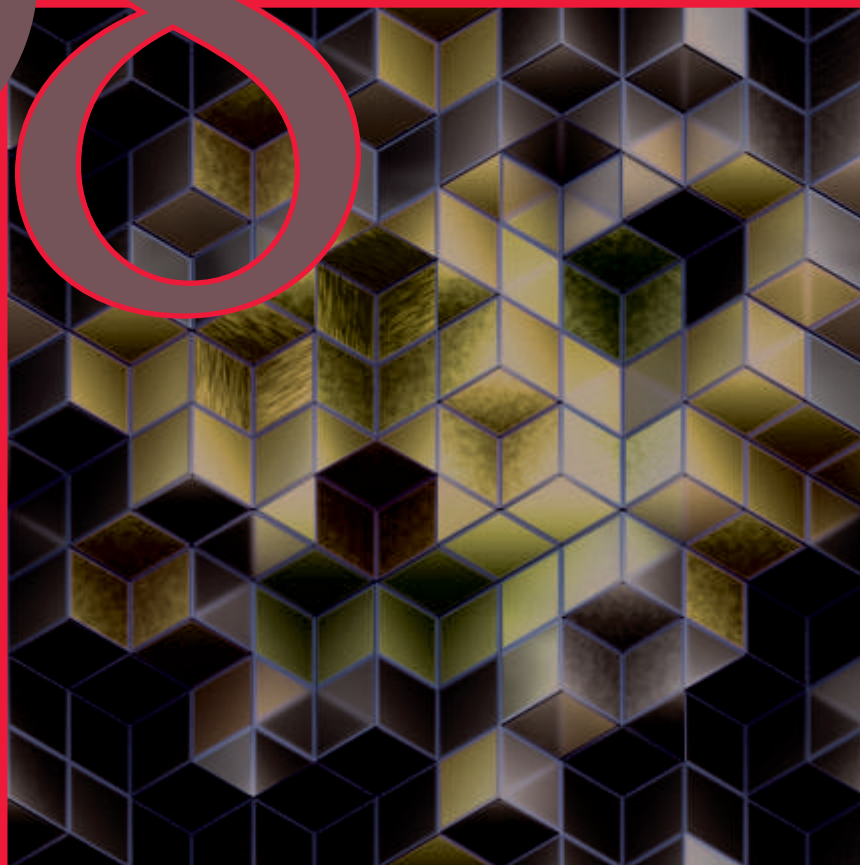
Thanking you,

Yours Faithfully,
For SAURASHTRA CEMENT LTD.



SONALI SANAS
V. P. (LEGAL) & CO. SECRETARY
Encl : As above.

58th



ANNUAL REPORT
2015 - 2016



Saurashtra Cement Limited



BOARD OF DIRECTORS

As on 23.05.2016

Mr. M. N. Mehta	Chairman
Mr. Jay M. Mehta	Executive Vice Chairman
Mr. Hemang D. Mehta	
Mr. M. N. Rao	
Mr. S. V. S. Raghavan	
Mr. B. P. Deshmukh	
Mr. K. N. Bhandari	
Mr. Jayant N. Godbole	
Mr. Hemnabh Khatau	
Mr. Bimal Thakkar	
Mr. P. K. Behl	
Mrs. Bhagyam Ramani	
Mr. M. S. Gilotra	Managing Director

Chief Financial Officer

Mr. Rakesh H. Mehta

Vice President (Legal) & Company Secretary

Ms. Sonali Sanas

Bankers

Central Bank of India
Dena Bank
HDFC Bank Ltd.
Bank of India

Auditors

M/s. Bansilal S. Mehta & Co.
Chartered Accountants

Registered Office & Works

Near Railway Station,
Ranavav 360 560 (Gujarat)
Tel. 02801 - 235001/7, 02801 - 304200
Fax: 02801 - 304376, 304384
CIN: L26941GJ1956PLC000840

Corporate Office

N. K. Mehta International House, 2nd Floor,
178, Backbay Reclamation, Mumbai 400 020.
Tel. 022- 66365444, Fax : 022-66365445

Registrar & Share Transfer Agent

M/s. Link Intime India Pvt Ltd
(Unit: Saurashtra Cement Limited)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Tel. 022- 25963838, Fax : 022-25946969

Website: www.saurashtracementlimited.com

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the 58th Annual Report, Audited Accounts and Auditors Report for the Financial Year ended on the 31st of March, 2016.

FINANCIAL RESULTS

The highlights of the financial results for the Financial year ended 31st of March 2016 are given below.

(₹ in Million)

Particulars	Standalone		Consolidated	
	Current Financial Year 2015-2016	Previous Financial Year 2014-15	Current Financial Year 2015-2016	Previous Financial Year 2014-15
Revenue from Operation and Other Income (Net of Excise)	5425.07	5699.14	5426.27	5700.37
Profit before interest, depreciation and exceptional items	758.37	965.76	758.70	966.06
Finance Cost	48.07	133.76	48.07	133.76
Profit/(Loss) before depreciation	710.30	832.00	710.63	832.30
Depreciation & Impairment	126.86	348.62	126.92	348.79
Profit/(Loss) before exceptional items and Deferred Tax Assets	583.44	483.38	583.71	483.51
Exceptional Items	103.70	308.96	103.70	308.96
Tax Expense	186.87	208.52	186.87	208.57
Deferred Tax Adjustment	62.48	(92.18)	62.48	(92.18)
Profit/(Loss) after tax	437.79	676.00	438.00	676.08
Brought forward Profit/(Loss) from earlier years	(191.03)	(867.03)	(210.96)	(887.04)
Interim Preference Dividend & Dividend Distribution Tax thereon	122.82	0.00	122.82	0.00
Proposed Equity Dividend & Dividend Distribution Tax thereon	65.82	0.00	65.82	0.00
Balance of Profit / (Loss) carried to Balance Sheet	58.12	(191.03)	38.40	(210.96)

THE YEAR UNDER REVIEW

The Indian economy and Cement Industry witnessed a slower growth in the last year. The cement production during 2015-16 registered 4.6 percent growth as compared to 5.6 percent during the previous year.

Consumption of cement in our home market of Gujarat increased nominally by about 2.4 percent. The inadequate investments in infrastructure projects as well as lower rural demand due to poor monsoons affected cement consumption.

The global coal prices and the petcoke prices were lower than the previous year. However, the taxes by way of royalties on minerals, excise duties, sales tax and service taxes continued to be high.

PERFORMANCE REVIEW

Production and Sales

The production of clinker for the year ended March 2016 was 1.29 million tonnes, 4 percent higher than the rated capacity of the production unit and is marginally lower than the clinker production of 1.32 million tonnes for the year ended in March 2015. The cement production for the year ended March 2016 was 1.47 million tonnes, which is same to 1.47 million tonnes in the previous year ended in March 2015.

The overall sale (cement and clinker) during the year ended March 2016 was 1.49 million tonnes, which is marginally higher than the overall sale of 1.48 million tonnes in the previous year ended in March 2015.

Exports

The export of cement for the year ended March 2016 was 0.237 million tonnes, which is higher than the cement export of 0.207 million tonnes during the previous year ended in March 2015.



DIVIDEND

Your Directors are pleased to recommend a final dividend of ₹ 1 per share on 5,11,91,065 fully paid-up Equity Shares and ₹ 0.19 on 1,80,00,000 partly paid-up Equity Shares for the Financial Year ended 31st March 2016. During the year under review, the Company has earned distributable profit due to better operational performance and the carry forward loss was wiped off despite of general slowdown in the cement industry.

INTERIM DIVIDEND ON OPTIONALLY CONVERTIBLE CUMULATIVE PREFERENCE SHARES (OCCPS)

As decided by the Board at its meeting held on 10th March 2016, an interim dividend @ 13% (Thirteen Percent) out of the profits of the Company for the period from 1.4.2015 to 29.2.2016 was declared and paid to those shareholders whose names appear on the Register of Preference Shareholders as on the Record date i.e. 10th March 2016.

SHARE CAPITAL

(i) Equity Share Capital

The paid-up Equity Share Capital of the Company as on 31st March, 2016 including the forfeited and partly paid-up shares was ₹ 6019.42 lacs.

During the year under review, the Allotment Committee of the Board had at its meeting held on 10th November, 2015 allotted 1,80,00,000 equity shares of ₹ 10 each (partly paid-up to the extent of ₹ 5 each) to the Promoters and Associates in compliance with Hon'ble BIFR Order dated 14th March, 2013. The total amount received by the Company on share allotment was ₹ 9,00,00,000/- (Rupees Nine Crores). The shares rank pari passu with existing shares of the Company, except for dividend in pro-rata proportionate of the amount paid-up.

(ii) Redemption of Optionally Convertible Cumulative Preference Shares (OCCPS)

As decided by the Board at its meeting held on 10th March, 2016, the Company redeemed 6,87,595 – 13% OCCPS having par value of ₹ 100 each aggregating to ₹ 6,87,59,500/- as on 10th March, 2016, the date of redemption, by surrender of preference shares by the holders and transferred the said amount from General Reserve to Capital Redemption Reserve.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis on the Operations of the Company is provided in a separate section and forms a part of this Report as **Annexure A**.

INDIAN ACCOUNTING STANDARD (IND AS)

The Ministry of Corporate Affairs vide its notification dated February 16, 2015 has notified the Companies (Indian Accounting Standard) Rules, 2015.

In pursuance of this notification, the Company will adopt the same with effect from April 01, 2017.

CONSOLIDATED FINANCIAL STATEMENTS

As required under Section 136 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 'Consolidated Financial Statements' issued by 'The Institute of Chartered Accountants of India'. The Audited Consolidated Financial Statements together with Auditors' Report thereon forms a part of the Annual Report.

The Consolidated Net Profits of the Company amounted to ₹ 4380.00 lacs for the Financial year ended 31st of March 2016.

SUBSIDIARY AND ASSOCIATE COMPANIES

The Company has five subsidiaries.

Section 136 of the Companies Act, 2013 has exempted the listed companies from attaching the financial statements of the Subsidiary companies to the Annual Report of the Company.

In accordance with Section 129(3) of the Companies Act 2013 read with the rules made thereunder; statement containing the salient features of the Financial Statement of the Company's Subsidiary and associate Companies is disclosed separately in this Annual Report under Form AOC 1.

The Company will make available the Annual Accounts of the subsidiary companies to any Member on their request and shall also be kept open for inspection by any Member at the Registered office of the Company. The statement is also available at the website of the Company at <http://scl.mehtagroup.com/investors/financials>.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (3) (c) of the Companies Act, 2013.

- (a) that in the preparation of the annual financial statements for the year ended 31st March 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures; if any;
- (b) that the accounting policies as mentioned in Note No.1 to the Financial statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- (f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CORPORATE GOVERNANCE

A separate report on the Compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance along with a Certificate of Compliance from the Statutory Auditors forms a part of this Report as **Annexure B**.

The Company is committed to maintain the highest standards of Corporate Governance and adhere to Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. Also a certificate of Compliance from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Company with The Bombay Stock Exchange Limited for the period April 1, 2015 to November 30, 2015 and as required to in Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period December 1, 2015 to March 31, 2016 forms a part of this Report. A declaration by CEO and CFO that Board and senior members have complied with the Code of Conduct of the Company also forms a part of this Report.

Particulars of Contracts or Arrangements with Related Parties

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto is annexed herewith at **Annexure C** in Form No. AOC 2.

CORPORATE SOCIAL RESPONSIBILITY

The Mehta Group has always epitomized philanthropy, ethical practices and an untiring quest for national betterment.

The Board of Directors have based on the recommendation of the committee, formulated a Corporate Social Responsibility Policy for welfare of the society.

The CSR policy outlining various areas of development viz. Health Care, Education, Sanitation, Ensuring environmental sustainability and Rural development projects was adopted by the Board and the same is available at the following link: <http://scl.mehtagroup.com/policy/csr-policy>.

The constitution and functions of the Corporate Social Responsibility Committee are provided under the Corporate Governance Report.

The Company was required to spend ₹ 38.98 lacs under Section 135 of the Companies Act, 2013 during the year under review. However, the Company has spent around ₹ 22.48 lacs during the financial year 2015-16 as per the CSR Policy. One of the areas identified for CSR activity in Financial Year 2015-16 was construction of toilets in the nearby villages to the factory. The Company was unable to undertake this project as the land allocation from Gram Panchayat was taking time. Hence there was an unspent amount upto the tune of ₹ 16.50 lacs, which is being carried forward to be spent during the Financial Year 2016-17.

A report on CSR activities is enclosed as **Annexure D**.

RISK MANAGEMENT

A formal Risk Management System has been implemented on an Enterprise Risk Management (ERM) as a part of strengthening and institutionalizing the decision making process and monitoring the exposures that are faced by the Company.

Managing risk is a skill that is sought to be strengthened through this process and an effort at making decision more consistent in a way that the business objectives are met most of the times. The ERM process seeks to provide greater confidence to the decision maker and thus enhance achievement of Objectives.

Pursuant to the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has constituted a Risk Management Committee and has also adopted a Risk Management Policy, the constitution of the committee along with principles pertaining to the management of risk are set out in the Corporate Governance Report of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has an internal control system commensurate with the size, scale and complexity of its operations. In order to enhance controls and governance standards, the Company has adopted Standard Operating Procedures, which ensure that robust internal financial controls exist in relation to operations, financial reporting and compliance. In addition the Internal Audit function monitors and evaluates the efficiency and adequacy of the internal control system in the Company, its compliance and operating systems, accounting procedures and policies at all locations. Periodical reports on the same are also presented to the Audit Committee.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Cessation of Directors

During the year under review, Hon'ble BIFR vide its letter dated 15.2.2016 withdrawn their Nominee Director Mr. Anil Kaul from the Board w.e.f. 3.2.2016.

The Board has placed on record its appreciation for the valuable services rendered by Mr. Anil Kaul during his tenure as Member of the Board / Committees.

Reappointment of Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Hemang D. Mehta (DIN: 00146580), will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Brief resume of Director seeking re-appointment along with other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Notice for convening the Annual General Meeting.

The Board recommends the re appointment.

Appointment / Change in Key Managerial Personnel

During the year under review, Mr. Jay Mehta was appointed as Executive Vice Chairman and Mr. M. S. Gilotra as Managing Director for a further period of 5 years effective from 1.1.2016.

Board Evaluation

In accordance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors evaluated the performance of the Board as a whole, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Declaration by Independent Directors

All the Independent Directors have furnished declarations stating that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDITORS AND AUDITORS REPORT

Statutory Auditor

M/s. Bansi S. Mehta & Co, Chartered Accountants, the Statutory Auditors of the Company, who hold office upto the conclusion of the ensuing Annual General Meeting in accordance with the provisions of the Companies Act, 2013 who are eligible for re-appointment are recommended for re-appointment to audit the Accounts of the Company for the Financial Year 2016-17. As required under the provisions of the Companies Act, 2013, the Company has received written confirmation from M/s. Bansi S. Mehta & Co, Chartered Accountants that their appointment, if made, will be in conformity with the limits specified in the Section 143(1)(g) of the Companies Act, 2013.

Secretarial Auditor

M/s. Ragini Chokshi & Co., Company Secretaries were appointed by the Board of Directors as the Secretarial Auditor of the Company to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2015-16. The report of the Secretarial Auditor is annexed as **Annexure E** to this report.

The Board of Directors of the Company on the recommendation of the Audit Committee appointed M/s Ragini Chokshi & Co., Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2016-17.

Tax Auditor

The Board of Directors on the recommendation of the Audit Committee appointed M/s. Bansi S. Mehta & Co, Chartered Accountants to carry out the Tax Audit for the Assessment Year 2016-17.

Internal Auditor

The Board of Directors on the recommendation of the Audit Committee appointed M/s. Haribhakti & Co.LLP, Chartered Accountants, to carry out the Internal Audit of the Company for the Financial Year 2016-17.

Cost Auditor

In accordance with the provisions of Section 148 of the Companies Act, 2013 on the recommendation of Audit Committee, M/s. V. J. Talati & Co, Cost Accountants, have been appointed by the Board as Cost Auditor of the Company for the Financial Year 2016-17 and a certificate of eligibility under Section 148 of the Companies Act, 2013 has been received. As required under the Act, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution for seeking Members ratification for the remuneration payable to M/s. V. J. Talati & Co., Cost Auditor, is included at item no. 6 of the Notice convening the Annual General Meeting.

OTHER DISCLOSURES UNDER COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Audit Committee

The Company has an Audit Committee and details of its constitution, terms of reference are set out in the Corporate Governance Report.

Nomination & Remuneration Committee and Policy

The Company has a Nomination & Remuneration Committee and has also adopted Nomination & Remuneration Charter and Remuneration / Compensation Policy. The constitution of the Committee along with the terms of reference to the Committee are set out in the Corporate Governance Report.

Vigil Mechanism

The Company has established a Vigil Mechanism / Whistle Blower Policy and the directors and employees of the Company can approach the Audit Committee when they suspect or observe unethical practices, malpractices, non-compliances of Company policies.



Number of Board Meetings

During the year under review, five meetings of the Board of Directors were held on 14th May 2015, 11th August 2015, 27th October 2015, 2nd February 2016 and 10th March 2016.

Energy Conservation, Technology Absorption & foreign exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) of the Companies Act, 2013 are provided in **Annexure F** forming a part of this Report.

Extract of the Annual Return

The extract of the Annual Return in Form No. MGT – 9 forms a part of this report as **Annexure G**.

Particulars of Employees

The disclosures in terms of the provisions of Section 197 read with rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this report as **Annexure H**.

Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place, a formal policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace. Detailed note is set out in the Corporate Governance report.

During the year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

Related Party Transactions

All related party transactions are on arms length basis and at prevailing market prices. The other details as required under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134 (3) of the Companies Act, 2013 are mentioned in the Corporate Governance Report.

Reporting of Fraud

The Auditors of the Company have not reported any fraud to the Audit Committee as stipulated under the second proviso of Section 143 (12) of the Companies Act, 2013.

GENERAL

Listing of Equity Shares

The Company's equity shares are listed on the Bombay Stock Exchange Ltd (BSE). Listing fees have been paid upto 31st March 2017.

Staff Relations

Industrial relations at our Factory and Offices remained cordial.

Deposits

The Company has not invited and/or accepted any deposits, during the year.

There are no deposits unpaid or unclaimed as at the end of the year.

Acknowledgement

The Directors wish to thank the Honourable Board of Industrial & Financial Reconstruction (BIFR), the Honourable Appellate Authority for Industrial & Financial Reconstruction (AAIFR), Central Government, Government of Gujarat, Financial Institutions, Bankers, Shareholders, Employees, Stockists, Dealers and all other stakeholders associated with its operations for the co-operation and encouragement extended to the Company.

On behalf of the Board of Directors

Place : Mumbai
Dated : 23.5.2016

M.S.Gilotra
Managing Director

Jay Mehta
Executive Vice Chairman

ANNEXURE - A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Cement industry in India has registered a cumulative growth in production at 4.6 percent during the period April 2015 to March 2016 as against 5.6 percent during the corresponding period of last year. The cumulative growth for the eight core industries (coal, crude oil, natural gas, refinery products, fertilisers, steel, cement & electricity, which comprise nearly 38 percent of the weight of items in the Index of Industrial Production) is 2.7 percent during the period April 2015 to March 2016 as against 3.5 percent during the corresponding period of last year.

The Indian Cement Industry has an installed capacity of around 372 million tonnes. The overall capacity utilization continued to be on the lower side. The cement market in the state of Gujarat remained very fragmented and margins remained under pressure due to the surplus capacity available in the states of Gujarat & Rajasthan and the lower export volumes due to unremunerative prices.

Future Outlook

The robust growth of Indian economy and the stable political scenario is likely to revive the cement industry with a faster growth rate than the preceding year. Surge in cement demand is expected on account of Government's initiatives in concrete roads, freight corridors, Smart Cities Mission, construction of toilets under "Swachh Bharat Abhiyan", Atal Mission for Rejuvenation & Urban Transformation (AMRUT) etc. Demand in the housing sector is poised for higher growth with the Government's initiative of "Housing for All", with gradual reduction in interest rates, tax benefits and wider acceptance of low cost housing.

The medium term to long term future of the cement industry is optimistic and positive. However, due to addition of new plants with large capacities, the capacity utilization is likely to be on the lower side.

In the state of Gujarat, there is a large surplus of capacity over demand, which may affect the stability of cement prices. A large part of production therefore will need to be exported or transported to longer distances, in other states like Maharashtra, Karnataka and Kerala.

Opportunities & Threats

The cement consumption growth in the state of Gujarat is likely to be maintained and is expected to give ample opportunities for growth in the cement industry.

With the international price of crude remained low, the cost of fuel, diesel etc. is favorable now. The rail freights continued to be high.

The environment regulations are already amended, where the emission levels are drastically reduced in line with the norms achieved in the equipments with latest technology and design. This calls for substantial additional investments in a short span of time to upgrade the pollution control equipments with that of latest design and technology. The arbitrary proposals for changes in the notified areas under Eco Sensitive Zone (ESZ), if materialized, are likely to have adverse impact on the industry.

Although, Gujarat state is likely to continue to be surplus in cement production, the Company can access coastal markets economically being close to the sea.

Segment Review and Analysis

During the year, the Company has produced and sold mainly cement of different varieties like Ordinary Portland Cement (OPC) and Portland Pozzolana Cement (PPC). The Company also sold small quantities of clinker, which is intermediate product for the manufacture of cement. The bulk of the revenue and profitability comes from the sale of cement.

Risks and Concerns

Over capacity of cement versus the demand is resulting in very volatile market conditions is impacting the profitability of cement business. The escalation of input costs, cost of delivery and the high rates of government levies (royalty of limestone, statutory contribution to the district mineral foundation, excise duty, VAT, octroi, local body tax and other miscellaneous levies) continue to be a major concern for our Company.

Internal Control systems and their adequacy

Your Company has adequate systems of internal controls commensurate with the size and nature of its operations. The internal audit team continuously monitors the effectiveness of internal control systems. The Management periodically reviews the Reports of the Internal Auditor highlighting suggested improvements, cost control measures and need of policy modification and assuring its adherence. The Audit Committee reviews the financial results, adequacy of disclosures and adherence of accounting principles. The corrective steps and suggestions of the Audit Committee are implemented and the Internal Auditor reviews the same and reports of any deviations and other recommendations to formulate management policies, risk management procedures.



Human Resource Development / Industrial Relations

Your Company believes that its Human Resource is the most important resource and continues to work for its development. The Company continues to invest in upgrading the knowledge and skills of the employees. The Company is providing growth opportunities to internal talent by assigning them with higher responsibilities along with suitable exposure.

In order to enhance Managerial Capabilities, we have been providing continual training to internal talent and recruiting and nurturing fresh talent from premier Engineering and Management Institutions.

In view of people development as a key focus, the Company continues to take new initiatives to further align its HR policies to meet the growing needs of its business and employee aspirations.

We continue to invest in our employee engagement as a tool to create conducive working environment that will facilitate employee commitment.

The Industrial relations at the plant were cordial.

The management places on record the contribution of employees at all levels during the year and their whole-hearted co-operation, which has resulted in achieving continuous production exceeding 100% of rated capacity.

The Company had 477 permanent employees as on 31.3.2016.

Corporate Social Responsibility

Sustainability and Corporate Social Responsibility have been core values at the Company since its inception. The Company strives to positively impact the lives of the communities around its areas of operation, minimize impact on the environment and address concerns of communities in a mutually beneficial manner. Therefore, your Company lay emphasis on understanding the requirements of the local community and embark on initiatives, investing considerable resources, which create long-term social benefits.

Your Company takes utmost care in the community development. The prime endeavor is to remain focused on creating long-term wealth creation for all local community members irrespective of their gender, ethnic and religious backgrounds.

Health Care

Your Company is committed to ensuring zero harm to its employees, contractors and the communities in which it operates. This is integral to the business process and is laid down in the health and safety (H&S) policies, standards and working procedures. The factory has a health care center providing medical aid to the Company's employees and the family members, workers as well as patients from the nearby areas. The Company conducts various immunization programs, blood donation camp, family welfare education, health care, safety as well as various periodical health checkup and first aid training programmers for employees and workers. Your Company continues to contribute towards the Medical Centre and occupational health service.

Education

The Company has a full-fledged primary school for the children of the employees and local people staying in nearby areas. In order to enable the children studying in English medium schools or Colleges in Porbandar, the Company provides school bus facility. Your Company also provides extra coaching classes to the under-privileged students near and around Ranavav.

Afforestation

The Company is committed to the protection of environment and maintenance of bio diversity. A green belt has been developed in the plant and nearby areas. Your Company has planted more than one lac trees in last one decade with survival rate of more than 80%. The team at the plant has made lot of efforts in conservation and propagation of rare species of trees, increasing forest cover and fruit garden.

Cautionary Statement

Statements in this report on Management's Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws and regulations. The Statements are based on certain assumptions and expectation of future events. Actual results could however differ from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply position, energy cost, logistics cost, changes in Government regulations and tax structure, economic development in India.

The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

On behalf of the Board of Directors

Place : Mumbai
Dated : 23.5.2016

M.S.Gilotra
Managing Director

Jay Mehta
Executive Vice Chairman

ANNEXURE - B

CORPORATE GOVERNANCE

During the year under review, Securities and Exchange Board of India (SEBI) introduced the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These norms provide for stricter disclosures and protection of investor rights, including treatment for minority shareholders.

In compliance with the Corporate Governance requirements as stipulated in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015), the Company's policies on the Corporate Governance and due Compliance report on specific areas wherever applicable for the financial year ended 31st March 2016 are given hereunder:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Corporate Governance aims at achieving high level of efficiency, transparency, accountability, responsibility and fairness in dealings with all stakeholders. The Company's governance philosophy rests on protection of rights and interests of stakeholders, equity in their treatment, disclosure of timely and accurate information, strategic guidance and effective monitoring by the Board. Your Company continuously strives for excellence by adopting best governance and disclosure practices. In this context, your Company has been making significant disclosures on the Board composition and functioning, management thoughts on the performance and outlook from time to time.

The Listing Regulations, 2015 are aligned with the provisions of the Companies Act, 2013 and are aimed to encourage companies to 'adopt best practices in Corporate Governance'.

We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of Corporate Governance. It is well recognized that an effective Board is a pre-requisite for strong and effective Corporate Governance. At SCL, the Board of Directors ("the Board") is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long term interests of our stakeholders.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company. Your Company has complied with the requirements of Corporate Governance as laid down under Listing Regulations, 2015.

1.1 GOVERNANCE STRUCTURE:

Your Company's governance structure broadly comprises the Board of Directors and the Committees of the Board and the Executive Management.

(a) Board of Directors:

The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board. The Board plays a primary role to protect the interest of the Company and enhance value of all the stakeholders.

(b) Committees of Directors:

With a view to have better transparency in various areas of the business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship & Grievances Committee, Nomination & Remuneration Committee, Allotment Committee, Corporate Social Responsibility Committee, Risk Management Committee and Finance / Legal Committee. These Committees are focused on financial reporting, audit & internal controls, resolving the grievances of stakeholders, appointment and remuneration of Directors and Senior Management Personnel, allotment of securities, implementation and monitoring of CSR activities and the risk management framework.

(c) Executive Management:

The Executive Management of the Company oversees the business and compliances. The Executive Vice Chairman (EVC) and Managing Director (MD) look after day-to-day business of the Company under the overall supervision and guidance of the Board. The EVC and MD are supported by business head and department heads in achieving overall performance / growth of the Company.

2. BOARD OF DIRECTORS:

(i) Composition (as on 31.3.2016)

Your Company's Board comprises of 13 (Thirteen) Directors, which include 8 (Eight) Independent Directors. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board.

The composition of the Board as on 31st March 2016 is as under:

Category	No. of Directors
Non-Independent Directors – Non Executive (including Chairman)	3
Independent Directors - Non Executive including a Woman Director	8
Non-Independent & Executive – EVC & MD	2
Total	13

The composition of the Board of Directors is in conformity with the Listing Regulations, 2015.

2.1 PROFILE OF DIRECTORS

The brief profile of each Director is given below:

(i) Mr. M. N. Mehta – DIN: 00632865 (Chairman, Promoter Group, Non-Independent)

Mr. M. N. Mehta, aged 84 years, is an Industrialist. Mr. Mehta is a Non Resident Indian. He completed his schooling in India and then joined the family business at the age of 19 in East Africa and has over six decades of entrepreneurial experience. He is the motivating force behind the Group. He is also Chairman of Gujarat Sidhee Cement Limited and subsidiary companies in India.

Initially, he joined the Board of the Company in October, 1974 and was reappointed in current term on 15.10.2004.

(ii) Mr. Jay Mehta – DIN: 00152072 (Executive Vice Chairman, Promoter Group, Non-Independent)

Mr. Jay Mehta, aged 55 years, has graduated in Industrial Engineering from Columbia University in 1983 and has completed MBA from The International Institute of Management Development (IMD) in Lausanne, Switzerland. He has over 3 decades of experience in Cement Industry. He is also Executive Vice Chairman of Gujarat Sidhee Cement Limited and Board member of various subsidiary companies, private and public limited companies in India.

Initially, he joined the Board in December, 1987 and was reappointed in current term on 1.1.2016.

(iii) Mr. Hemang D. Mehta – DIN: 00146580 (Non-Executive Director, Promoter Group, Non-Independent)

Mr. Hemang D. Mehta, aged 61 years, has graduated from the University of Manchester Institute of Science & Technology (UMIST) U.K., now referred to as the Manchester Business School. He is an Industrialist having over 30 years of Corporate and Operational Management experience in the Cement industry and in Plastics & Packaging. He had worked in various countries like India, Kenya, Canada and USA. He is also a Director of various private companies in India, Canada and USA.

Initially, he joined the Board in April, 1993 and was reappointed in current term on 19.09.2014.

(iv) Mr. Hemnabh R. Khatau – DIN: 02390064 (Non-Executive Director, Promoter Group, Non-Independent)

Mr. Hemnabh R. Khatau, aged 55 years, has graduated with B.A (Electrical Engineering) from Cambridge University, MSc. (Microprocessor Engineering) (UMIST) and MSc (Sloan Fellowship Masters Programme), London Business School. He has track record of successful Board level line management in manufacturing and financial services sectors. He has wide experience in developing and implementing successful strategies for growth and improving performance. He has worked in UK for a decade in various positions in the consulting practices of Capgemini UK, KPMG and Indeco IMC. He is also Director of Gujarat Sidhee Cement Limited and on the Board of subsidiary companies.

He joined the Board in October, 2008 and was reappointed in current term on 23.9.2015.

(v) Mr. S. V. S. Raghavan – DIN: 00111019 (Non-Executive Director, Independent)

Mr. S. V. S. Raghavan, aged 86 years, is IDAS (Retd). He has been awarded Padmashri by Government of India for his excellent services. He was also given the award of the "First Citizen of India" by the President of India. He was the Chairman of BHEL, MMTC, STC, BBIL and retired in the rank of Secretary of the Ministry of Commerce, Government of India, New Delhi. He is the Member of Audit Committee and Chairman of Nomination & Remuneration Committee.

Originally, he joined the Board in February, 1997 and was reappointed in current term as Independent Director on 30.5.2014.

(vi) Mr. M.N. Rao – DIN: 00027131 (Non-Executive Director, Independent)

Mr. M. N. Rao, aged 79 years, is a Science Graduate and Mechanical Engineer. He has worked with IDBI and has wide experience in Cement Industry. He is the Chairman of Audit Committee and Member of Nomination & Remuneration Committee.

Originally, he joined the Board in November, 1984 and was reappointed in current term as Independent Director on 30.5.2014.

(vii) Mr. B. P. Deshmukh – DIN: 00002357 (Non-Executive Director, Independent)

Mr. B.P. Deshmukh, aged 72 years, has done M.Com., LL.B., FCS. He has varied experience in finance. He is on the Board of EMI Transmission Ltd. He is a Member of the Allotment Committee of the Board.

He joined the Board in October, 2004 and was reappointed in current term as Independent Director on 30.5.2014.

(viii) Mr. K. N. Bhandari – DIN: 00026078 (Non-Executive Director, Independent)

Mr. K. N. Bhandari, aged 74 years, has done B.A., LL.B. He is the Ex-Chairman-cum-Managing Director of The New India Assurance Company Limited and United India Insurance Company Limited. Mr. Bhandari is having rich experience in the Insurance Industry. He is also on the Board of several public listed companies.

He joined the Board in October, 2005 and was reappointed in current term as Independent Director on 30.5.2014.

(ix) Mr. Jayant N. Godbole – DIN: 00056830 (Non-Executive Director, Independent)

Mr. Jayant N. Godbole, aged 71 years, is a B.Tech (Hons), IIT (Mumbai) and holds Certificate of Financial Management from Jamnalal Bajaj Institute of Management Studies. At the time of retirement, he was performing functions of Chairman & Managing Director of IDBI. He has vast knowledge and enriched experience in Finance. He is also on the Board of several public listed companies. He is a Member of Corporate Social Responsibility (CSR) Committee of the Company.

He joined the Board in April, 2008 and was reappointed in current term as Independent Director on 30.5.2014.

(x) Mr. Bimal R. Thakkar – DIN: 00087404 (Non-Executive Director, Independent)

Mr. Bimal R. Thakkar, aged 51 years, has done B.Com and Diploma in Export Management and has also done a course in International Business and Marketing from Trade Development Institute of Ireland. He has over two decades of experience and is currently spearheading the ADF Group. He has been instrumental in expansion of the business and promoting the Company's products in international markets, development of Brands and creating new markets for the products in U.K. USA, Gulf, Australia, Europe etc. He is also on the Board of several public listed companies. He is a Member of Nomination & Remuneration Committee, Stakeholders Relationships & Grievances Committee, Corporate Social Responsibility (CSR) Committee and Allotment Committee of the Company.

He joined the Board in April, 2009 and was reappointed in current term as Independent Director on 30.5.2014.

(xi) Mr. P. K. Behl – DIN: 00653859 (Non-Executive Director, Independent)

Mr. P. K. Behl, aged 73 years, is First Class First Graduate, Double Gold Medalist- Special Economics from Jaipur University. He retired as Executive Director (International Operations) from Life Insurance Corporation of India controlling in Sri Lanka, Mauritius, Nepal, U.K. and Bahrain and has vast knowledge on corporate matters. Short listed as Life Member for IRDA. Advisor for Asean University of Insurance and Risk Management (Proposed).

He joined the Board in current term as Independent Director on 30.5.2014.

(xii) Mrs. Bhagyam Ramani – DIN: 00107097 (Non-Executive Director, Independent)

Mrs. Bhagyam Ramani, aged 64 years, is a Post Graduate in Economic (Hons) with specialization in Industrial & Monetary Economics and retired as Director & General Manager of General Insurance Corporation of India, a Government of India Undertaking. She has more than 4 decades experience in various fields including finance and accounts. She is also on the Board of several public listed companies. She is a Member of Allotment Committee of the Company.

She joined the Board in current term as Independent Director on 4.8.2014.

(xiii) Mr. M. S. Gilotra – DIN : 00152190 (Executive Director (Managing Director), Non-Independent)

Mr. M.S. Gilotra, aged 66 years, is a Mechanical Engineer from BITS, Pilani. He has total experience of more than 4 decades. His total experience includes 21 years tenure with Associated Cement Companies Ltd (ACC). During his career he has acted as head of operations of various cement units and has also been extensively involved in reviewing feasibility of new ventures, project execution and management. Mr. Gilotra is in charge of day-to-day operations of the Company and has substantial power of management. He is also the Managing Director of Gujarat Sidhee Cement Limited. He is a Member of Audit Committee, Stakeholders Relationships & Grievances Committee, Corporate Social Responsibility (CSR) Committee and Allotment Committee of the Board.

He joined the Board in June, 1995 and was reappointed in current term on 1.1.2016.

2.2 DIRECTORS RESIGNED DURING THE YEAR

During the year under review, Hon'ble BIFR withdrew the nomination of Mr. Anil Kaul (Non-Executive Director, BIFR Nominee, Non-Independent) as Member of the Board effective from 3rd February 2016.

Mr. Anil Kaul, aged 65 years, is Post Graduate from the University of Allahabad, India. He has more than 3 decades of experience in the Cement Industry having worked with ACC and Ambuja Cements Ltd. He held position like Member, Board of Governors of National Council for Cement and Building Materials, Development Council for Cement Industry, Chairman, Cement Manufacturers' Association Committee for Exports and Vice Chairman of the Western Regional Committee, Chemicals and Allied Product Export Promotion Council.

He was appointed on the Board as BIFR nominee in April, 2011.

2.3 RE-APPOINTMENT OF DIRECTORS

Mr. Hemang D. Mehta shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

The brief resume of the Director proposed to be reappointed is appended to the Notice of the Annual General Meeting.

2.4 ATTENDANCE OF DIRECTORS AT BOARD MEETINGS AND ANNUAL GENERAL MEETING, DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTOR INTER-SE AND NUMBER OF SHARES HELD BY NON EXECUTIVE DIRECTORS.

During the financial year under review, 5 Board Meetings were held. The meetings were held on the 14th day of May 2015, 11th day of August 2015, 27th day of October 2015, 2nd day of February 2016 and 10th day of March 2016. The Directors are also given an option of attending the board meeting through Video conferencing. The last Annual General Meeting (AGM) was held on the 23rd day of September, 2015. The details of attendance at Board Meetings and at the last Annual General Meeting during the year under review are as under:-

Sr. No.	Name of the Director	Category	No. of Board Meetings attended	Attendance of last AGM	Relationships	No. of Shares held
1.	Mr. M. N. Mehta	Chairman, Non-Executive, Non-Independent	3	No	Father of Mr. Jay Mehta	28480
2.	Mr. Jay Mehta	Executive Vice Chairman, Non-Independent	5	Yes	Son of Mr. M. N. Mehta	14630
3.	Mr. Hemang D. Mehta	Non-Executive, Non-Independent	4	No	—	51534
4.	Mr. Hemnabh Khatau	Non-Executive, Non-Independent	2	No	—	—

Sr. No.	Name of the Director	Category	No. of Board Meetings attended	Attendance of last AGM	Relationships	No. of Shares held
5.	Mr. Anil Kaul (Ceased to be Nominee Director of BIFR w.e.f. 3.2.2016)	Non-Executive, Non-Independent	4	No	—	—
6.	Mr. S.V.S. Raghavan	Non-Executive, Independent	4	No	—	—
7.	Mr. M.N. Rao	Non-Executive, Independent	5	Yes	—	—
8.	Mr. B.P. Deshmukh	Non-Executive, Independent	5	No	—	—
9.	Mr. K. N. Bhandari	Non-Executive, Independent	5	No	—	—
10.	Mr. Jayant N. Godbole	Non-Executive, Independent	4	No	—	—
11.	Mr. Bimal R. Thakkar	Non-Executive, Independent	4	No	—	—
12.	Mr. P. K. Behl	Non-Executive, Independent	5	Yes	—	—
13.	Mrs. Bhagyam Ramani	Non-Executive, Independent	5	No	—	—
14.	Mr. M.S. Gilotra	Managing Director, Non-Independent	5	No	—	—

Except Mr. M. N. Mehta and Mr. Jay Mehta, none of the Directors of the Company nor any of the Key Managerial Personnel are inter se related.

Separate Meeting of Independent Directors:

As per Schedule IV of the Companies Act, 2013 and Clause 25 of Listing Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 2nd February 2016 to review the performance of Non-Independent Directors and the Board as a whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information necessary for the Board to discharge its duties between the Company's management and its Board.

Agenda:

The agenda papers backed by the following information (except for the price sensitive information, which is circulated at the meeting) are circulated to the Directors ten days prior to the Board Meeting. Additional agenda in the form of 'Other Business' are included with the permission of the Chairman and consent of the majority of the Independent Directors present at the meeting.

Information to the Board of Directors

The following information is placed before the Board:

- Annual Revenue Budget and Capital Expenditure plans.
- Quarterly and annual financial results and results of operations.
- Budget and Financial plans of the Company.
- Formation / Reconstitution of Board Committees and Terms of Reference of Board Committees.
- Minutes of Meetings of Audit Committee, Nomination & Remuneration Committee, Finance & Legal Committee, Stakeholders Relationship & Grievances Committee, Allotment Committee and Board meetings of Subsidiary Companies.
- Fatal or serious accidents or dangerous occurrences, any material effluent or pollution problems.
- Any material or default, in meeting any financial obligation to and by the Company or substantial non-payment of goods sold, services rendered, if any.
- Any issue, which includes possible public or liability claims of substantial nature, including any judgment or order, if any, which may have passed strictures on the Company.
- Developments in respect of Human Resources.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business, if any.
- Compliance or Non-compliance of any Regulatory, Statutory or Listing requirement and Investor services such as non payment of dividend, delay in share transfer etc.

Invitees & Proceedings

Apart from the Board members, the Company Secretary and CFO also attend all the Board Meetings. Other senior management executives are also invited to provide inputs for the items being discussed by the Board. The Managing Director and CFO makes presentation on the quarterly and annual operating and financial performance and on annual budget. The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective committee meetings, which are generally held prior to the Board Meeting.

2.5 OTHER DIRECTORSHIPS

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director.

The details of the Directorships and Committee memberships in other Companies held by the Directors as on 31st March 2016 are given below:

Sr. No.	Name of the Director	Other Directorships*	Committee Positions**	
			Chairman	Member
1.	Mr. M. N. Mehta Chairman, Non-Executive, Non-Independent	6	–	–
2.	Mr. Jay Mehta Executive Vice Chairman, Non-Independent	7	–	1
3.	Mr. Hemang D. Mehta Non-Executive, Non-Independent	–	–	–
4.	Mr. Hemnabh Khatau Non-Executive, Non-Independent	6	–	–
5.	Mr. S.V.S. Raghavan Non-Executive, Independent	1	1	–
6.	Mr. M.N. Rao Non-Executive, Independent	1	–	–
7.	Mr. B.P. Deshmukh Non-Executive, Independent	1	–	–
8.	Mr. K. N. Bhandari Non-Executive, Independent	6	–	3
9.	Mr. Jayant N. Godbole Non-Executive, Independent	5	3	4
10.	Mr. Bimal Thakkar Non-Executive, Independent	2	–	2
11.	Mr. P. K. Behl Non-Executive, Independent	1	–	1
12.	Mrs. Bhagyam Ramani Non-Executive, Independent	4	–	2
13.	Mr. M.S. Gilotra Managing Director, Non-Independent	1	–	2

* Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.

** Chairmanship / Membership of Committee includes only Audit Committee and Stakeholders' Relationship Committee in Indian Public Limited Companies other than Saurashtra Cement Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committee or Chairperson of more than five such Committees.

2.6 FAMILIARIZATION PROGRAMME OF THE INDEPENDENT DIRECTORS:

In accordance with the requirements of Listing Regulations 2015, the Company conducted a Familiarization Programme for all Independent Directors. The Independent Directors were made familiar with the Role and duties of the Independent Directors under the Companies Act, 2013 and with the nature of the industry in which the Company operates, business model of the Company.

The programme was conducted by the veterans of the respective fields. Further details of the programme is available at the following link: <http://scl.mehtagroup.com/announcements/familiarization-program-for-independent-directors-for-the-year-2015-16>

2.7 EVALUATION OF THE BOARD'S PERFORMANCE

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations 2015, the Board of Directors evaluated the performance of the Board as a whole, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

3. AUDIT COMMITTEE

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process.

The Audit Committee of the Board comprises of four members viz. Mr. M. N. Rao, Mr. S. V. S. Raghavan, Mr. Anil Kaul and Mr. M.S. Gilotra. Mr. M. S. Gilotra was inducted as Member of Audit Committee w.e.f. 11.8.2015. Mr. Anil Kaul ceased to be the Member of the Committee w.e.f. 3.2.2016. Mr. M.N. Rao is the Chairman of the Audit Committee and was present at the last Annual General Meeting.

During the year under review, 4 meetings of Audit Committee were held. The meetings were held on 14th day of May 2015, 11th day of August 2015, 27th day of October 2015 and 2nd day of February 2016. Partners/Representative from M/s. Haribhakti & Co, LLP, Chartered Accountants – Internal Auditors, M/s Bansi S. Mehta & Co, Chartered Accountants - Statutory Auditors also attended the meetings. Mr. Ritesh Talati, Partner of M/s. V. J. Talati & Co., Cost Accountants attended the meeting held on 11.8.2015.

Details of Audit Committee Meetings attended by the Audit Committee Members are given below:

Sr. No.	Members of Audit Committee	No. of meetings held	No. of meetings attended.
1.	Mr. M.N.Rao, Chairman	4	4
2.	Mr. S.V.S.Raghavan, Member	4	3
3.	Mr. Anil Kaul, Member (ceased to be member w.e.f. 3.2.2016)	4	4
4.	Mr. M. S. Gilotra, Member (inducted as Member w.e.f. 11.8.2015)	4	3

The approved Minutes of the Audit Committee Meetings are perused and noted by the Board of Directors at the subsequent Board Meetings.

TERMS OF REFERENCE OF AUDIT COMMITTEE

- Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of Auditors of the Company;
- Approve payment to Statutory Auditors for any other services rendered by them.
- Review with the management, the annual financial statements and auditor's report thereon before submission, to the board for approval with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of the Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;

5. Review, with the management, the quarterly financial statements before submission to the board for approval;
6. Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approve transactions of the Company with related parties and any subsequent modification;
9. Scrutinize inter-corporate loans and investments;
10. Consider Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluate internal financial controls and risk management systems;
12. Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discuss with Internal Auditors of any significant findings and follow up there on;
15. Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Review the functioning of the Whistle Blower / Vigil Mechanism;
19. Approve appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carry any other function as is mentioned in the terms of reference of the Audit Committee;

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013 comprising of the following Directors.

- | | | | |
|----|-----------------------|---|-------------------------|
| 1. | Mr. Jay Mehta | – | Executive Vice Chairman |
| 2. | Mr. M. S. Glotra | – | Managing Director |
| 3. | Mr. Jayant N. Godbole | – | Member |
| 4. | Mr. Bimal Thakkar | – | Member |

During the year under review, the Committee had one meeting held on 27th October, 2015 which was attended by all the Members. The Company has a policy in place on the Corporate Social Responsibility .

TERMS OF REFERENCE OF THE COMMITTEE ARE AS FOLLOWS:

- a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Section 135 of Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII;
- b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- c) To monitor the CSR Policy of the Company from time to time; and
- d) Such other Terms of Reference as may be specified from time to time under the Companies Act, 2013, Rules thereunder and Schedule VII of the Act.

5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of four directors viz. Mr. S. V. S. Raghavan, Mr. M. N. Rao, Mr. Anil Kaul and Mr. Bimal Thakkar. Mr. Anil Kaul ceased to be the Member of the Committee w.e.f. 3.2.2016 and in his place Mr. Bimal Thakkar was inducted as Member of the Committee w.e.f. 10.3.2016. Mr. S.V.S. Raghavan is the Chairman of the Committee.

During the year under review, one meeting of Nomination & Remuneration Committee was held on 14th day of May 2015.

Details of Nomination & Remuneration Committee Meetings attended by the Members are given below:

Sr. No.	Members of Nomination & Remuneration Committee	No. of meetings held	No. of meetings attended.
1.	Mr. S.V.S.Raghavan (Chairman)	1	1
2.	Mr. M.N.Rao (Member)	1	1
3.	Mr. Anil Kaul (Member) (Ceased to be Member w.e.f. 3.2.2016)	1	1
4.	Mr. Bimal Thakkar (Member) Inducted as Member w.e.f. 10.3.2016	1	–

The approved Minutes of the Nomination & Remuneration Committee Meetings are perused and noted by the Board of Directors at the subsequent Board Meetings.

Terms of Reference of the Committee are as follows:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulate of criteria for evaluation of Independent directors and the Board;
3. Devise a policy on Board diversity;
4. Identify persons who are qualified to become directors and also such persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

REMUNERATION / COMPENSATION POLICY

The Company has a Nomination and Remuneration Committee Charter and Compensation Policy in place. Remuneration policy in the Company is designed to create high performance culture.

The Remuneration / Compensation / Increments to the Whole Time Director, KMP, Senior Management Personnel is being determined by the Committee and then recommended to the Board. Shareholders approval is taken under the provisions of the Act along with Schedule V as and when required.

The Remuneration / Commission paid to Executive / Non Executive Directors is as per the Companies Act, 2013. Sitting Fees being paid to Non Executive/ Independent Directors should not exceed ₹ One lac Per meeting of the Board / Committee or such higher amount as may be prescribed by the Central Government from time to time. The Company also reimburses the out of pocket expenses incurred by the Directors for attending the meeting.

Details of Remuneration of Directors paid for the period 2015-16:

Executive Directors:

(₹ in Lacs)

Name	Salary & Allowances	Perquisites	Contribution to PF	Contribution to Superannuation	Total
Mr. Jay M Mehta, Executive Vice Chairman	212.17	–	15.84	–	228.01
Mr. M.S.Gilotra, Managing Director	133.96	17.71	11.56	–	163.23

The above Executive Directors were appointed for a period of 5 years effective from 1.1.2016 and the appointments can be terminated by either side by giving three months' notice in writing.

Non Executive Directors

The Directors were paid sitting fees of ₹ 50,000/- per meeting for attending the meeting of the Board, Audit Committee and Nomination & Remuneration Committee. The sitting fees is ₹ 20,000/- per meeting for Stakeholders Relationship & Grievances Committee, CSR Committee or any other Committee of the Board attended by them.

Sr. No.	Name of the Directors	No. of Board meeting attended	No. of Committee meetings attended	Total	Amount of Sitting fees paid (₹)
1.	Mr. M. N. Mehta (Chairman)	3	—	3	1,50,000
2.	Mr. Hemang D. Mehta	4	—	4	2,00,000
3.	Mr. S.V.S. Raghavan	4	5	9	5,00,000 *
4.	Mr. M.N. Rao	5	6	11	6,00,000 *
5.	Mr. B.P. Deshmukh	5	2	7	3,70,000 *
6.	Mr. K.N. Bhandari	5	1	6	3,50,000 *
7.	Mr. Bimal R. Thakkar	4	2	6	3,20,000 *
8.	Mr. Anil Kaul (Ceased to be Director w.e.f. 3.2.2016)	4	10	14	5,50,000
9.	Mr. Jayant N. Godbole	4	2	6	3,20,000 *
10.	Mr. Hemnabh Khatau	2	—	2	1,00,000
11.	Mr. P. K. Behl	5	1	6	3,50,000 *
12.	Mrs. Bhagyam Ramani	5	2	7	3,70,000 *
	Total				41,80,000

*Sitting fees also include fees for the meeting of the Independent Directors held on 26th March 2015 and all the Independent Directors attended the said meeting.

The Company has not issued any Stock Options to the Directors and Employees during the financial year ended 31.3.2016 nor in the past.

6. STAKEHOLDERS RELATIONSHIP & GRIEVANCES COMMITTEE

The Committee comprises of Mr. Jay M Mehta – Executive Vice Chairman, Mr. M.S.Gilotra – Managing Director, Mr. Anil Kaul – Special Director, BIFR and Mr. Bimal Thakkar, Member, Independent Director. Mr. Anil Kaul ceased to be Member of Committee w.e.f. 3.2.2016 and in his place Mr. Bimal Thakkar was inducted as Member w.e.f. 10.3.2016. Ms. Sonali Sanas, Vice President (Legal) & Company Secretary is designated as the Compliance Officer who oversees the redressal of the investor grievances.

During the year under review, 4 meetings of the Committee were held. The meetings were held on 14th day of May 2015, 11th day of August, 2015, 27th day of October 2015 and 2nd day of February 2016. Details of the meetings attended by the members are given below:

Sr. No.	Members of Stakeholders Relationship & Grievances Committee	No. of meetings held	No. of meetings attended
1.	Mr. Jay Mehta (Member)	4	4
2.	Mr. M.S.Gilotra (Member)	4	4
3.	Mr. Anil Kaul (Member) (Ceased to be Member w.e.f. 3.2.2016)	4	4
4.	Mr. Bimal Thakkar (Member) (Inducted as Member w.e.f. 10.3.2016)	4	—

The Details of complaints attended by the Company's Registrars during the year was as under:

No. of complaints received	No. of Complaints redressed	No. of complaints pending.
3	3	Nil

The approved minutes of the Stakeholders Relationship & Grievances Committee is circulated and noted by the Board of Directors at the subsequent Board Meetings.

Terms of Reference

The Committee is responsible to resolve the grievances of Security holders of the Company as well as specifically look into the redressal of grievances of shareholders, debenture holders and other stakeholders including complaints related to transfer of shares, non receipt of Balance Sheet and non receipt of declared dividends.

7. RISK MANAGEMENT COMMITTEE

The Company has constituted Risk Management Committee in 2014, pursuant to the requirement of earlier Clause 49 of the Listing Agreement with the Stock Exchange which has now been replaced by the Listing Regulations, 2015. The Risk Management Committee comprises of Mr. Jay Mehta, Executive Vice Chairman, Mr. M.S. Gilotra, Managing Director and Mr. S. C. Khanna, Executive Director (Operations & Projects) as Members. The Company Secretary of the Company is the Secretary of the Committee.

RISK MANAGEMENT PRINCIPLES

The Company has formulated a Risk management policy. The principles contained in the policy will be applied at both corporate and operational levels to all locations within the Company. These are broadly divided in two parts viz. General Principles and Specific Principles.

The general principles are :

- all risk management activities will be aligned to corporate aims, objectives and organizational priorities of the Company.
- Risk analysis will form part of the Company's strategic planning, business planning and investment / project appraisal procedures.
- Managers and staff at all levels will have a responsibility to identify, evaluate and manage and report risks.
- Risks will be primarily managed by the business functional heads transacting the business, which gives rise to risks.
- The Company will foster a culture, which provides for spreading best practice, lessons learnt, and expertise acquired from risk management activities across the Company for its benefit.

The specific principles are :

- Risk Management in the Company should be proactive and reasoned. Corporate and operational risks should be identified, objectively assessed, and actively managed;
- The aim is to anticipate, and where possible, avoid risks rather than dealing with their impact. However for some key areas where the likelihood of a risk occurring is relatively small, but the impact on the Company is high, the Company may cover that risk by developing contingency plans, e.g. Business Continuity Plans. This will allow the Company to contain the negative effect of unlikely events which might occur.
- In determining an appropriate response, the cost of control/risk management, and the impact of risks occurring will be balanced with the benefits of reducing risk. This means that the Company will not necessarily set up and monitor controls to counter risks where the costs and efforts are disproportionate to the impact expected benefits.
- The Company recognizes that some risks can be managed by transferring them to a third party for e.g. by out sourcing, or possibly, by insurance.

During the year under review, 4 meetings of the Committee were held. The meetings were held on 29th day of April, 2015, 7th day of August, 2015, 16th day of October, 2015 and 21st day of January, 2016 which was attended by all the members.

8. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Keeping in line with the philosophy of Open Communication and Transparency practiced by the Company, the Policy is formulated to provide an opportunity to the directors and employees of the Company to approach the Audit Committee in good faith, when they suspect or observe unethical or wrongful practices, malpractices, non-compliance of company policies etc.

The name, address and contact no. of the Chairman of the Audit Committee is given below:

Name of the Chairman	Address	Contact No(s).
Mr. M. N. Rao	Saurashtra Cement Limited, 2nd Floor, N. K. Mehta International House, 178, Backbay Reclamation, Mumbai 400 020	022-66365444

This policy is applicable to all the directors and employees of the Company. The policy is also posted on the website of the Company.

9. GENERAL BODY MEETINGS:

(i) Annual General Meetings

The details of General Meetings of the Company held in last three years are as follows:

Financial Year	Date	Time	Venue	Dividend declared
2014-15	23.9.2015	10.00 a.m.	Registered Office of the Company	Nil
2013-14	19.9.2014	12.15 p.m.	—do—	Nil
2012-13	31.7.2013	10.00 a.m.	—do—	Nil

During the year under review, the Company declared and paid interim dividend @ 13% to the Registered Shareholders of Optionally Convertible Cumulative Preference Shares as on the Record Date i.e. 10.3.2016.

The details of special resolutions passed in the previous three Annual General Meetings are as follows:

Financial Year	Date of AGM	Particulars of Special Resolution
2014-15	23.9.2015	<ol style="list-style-type: none"> Replacement of existing Articles of Association with a new set of Articles of Association pursuant to Section 14 and other applicable provisions of the Companies Act, 2013. Payment of Remuneration to Mr. Jay Mehta, Executive Vice Chairman for the period from 1.4.2015 to 31.12.2015. Reappointment of Mr. Jay Mehta as Executive Vice Chairman for a period of 5 years from 1.1.2016 to 31.12.2020 and payment of remuneration over a period of 3 years from 1.1.2016 to 31.12.2018 by 10% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015. Payment of Remuneration to Mr. M. S. Gilotra, Managing Director for the period from 1.4.2015 to 31.12.2015. Reappointment of Mr. M. S. Gilotra as Managing Director for a period of 5 years from 1.1.2016 to 31.12.2020 and payment of remuneration over a period of 3 years from 1.1.2016 to 31.12.2018 by 10% increase for the calendar year 2016 on the total remuneration drawn as on 31.12.2015. Related Party Transactions pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013.
2013-14	19.9.2014	<ol style="list-style-type: none"> Increase in number of Directors to 18 (Eighteen). Power to the Board of Directors to create mortgage or charge on its movable or immovable properties for an amount not exceeding ₹ 400 crores in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013. Power to the Board of Directors to borrow money upto ₹ 400 crores in excess of the aggregate of the paid-up share capital and free reserves of the Company in terms of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013. Related Party Transactions pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013.
2012-13	31.7.2013	<ol style="list-style-type: none"> Amending Article 109(a) of the Articles of Association of the Company by adding a sentence at the end of the existing Article that participation of Directors in a Board Meeting may be either in person or through video conferencing or other audio visual means or audio as may be permitted by the applicable laws from time to time. Substituting the existing Article 111 (a) with the new Article 111(a) for determining quorum of Directors participating in meeting of the Board through video conferencing or other audio visual means or audio as may be permitted by the applicable laws from time to time. Increase in remuneration of Mr. Jay Mehta, Executive Vice Chairman w.e.f. 1.4.2013 to 31.12.2013.

No resolutions were put for voting through postal ballot.

(ii) Extraordinary General Meetings:

No Extraordinary General Meeting was held during the year.

(iii) Special Resolutions

As stated above.

10. DISCLOSURES:

a) Related Party / Material Transactions

- i) The details of all transactions with related parties are placed before the Audit Committee and Board. The Company has a policy on dealing with the related party transactions. The related party transactions policy is available on the website of the Company. The web-link to the same is <http://scl.mehtagroup.com/policy/related-party-transactions-policy>.
- ii) During the year under review, there were no transactions of material nature with the Promoters, the Directors, Management or the subsidiaries or relatives of the Directors that had potential conflict with the Company. Transactions with related parties are mentioned in Note No. 36.2 of Notes forming part of financial statements.

b) Penalties & Strictures

- (i) There were no instances of non-compliance on any matter related to the capital markets, during the last three years.
- (ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets.

c) Policy for determining the Material Subsidiaries

The Company has a policy for determining the "Material Subsidiaries" in place. The said policy is available at web-link – <http://scl.mehtagroup.com/policy/material-subsidiary-policy>.

d) Disclosure of Accounting Treatment

In preparation of Financial Statements, the Company has followed the Accounting Standards as specified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and as amended from time to time.

e) Disclosure on Risk Management

The Company has laid down procedure on the risk assessment and minimization procedures, which is periodically reviewed by the Company.

f) Code of Conduct

The Board has formulated a Model Code of Conduct for the Board Members and Senior Management of the Company. The Board members and senior management personnel have affirmed their compliance with the code and a declaration signed by them was placed before the Board. A declaration by the Managing Director to the effect that the Board of Directors and the senior management has complied with the Code of conduct forms part of this report.

g) CEO/CFO Certification

A CEO/CFO certificate on the Audited / Unaudited Financial Statements of the Company for each quarter and annual financial results were placed before the Board.

h) Policy for preservation of documents

The Company has a policy for preservation of documents in place. The said policy is available at web-link: http://scl.mehtagroup.com/policy/scl_policy-for-preservation-of-documents.

i) Policy for determination of material event and price sensitive information

The Company has a policy for determination of material event and price sensitive information in place. The said policy is available at web-link : http://scl.mehtagroup.com/policy/scl_policy-for-determination-of-event.

j) **Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace**

The Company has in place, a formal policy on **Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace** (the Policy) and matters connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013" notified by the Government of India vide Gazette Notification dated 23rd April 2013. Detailed mechanism has been laid down in the policy for reporting of cases of sexual harassment to '**Internal Complaints Committee**' comprising senior officials (including senior women employee) of the Company and an independent member from NGO, constituted under this policy for conducting of inquiry into such complaints, recommending suitable action during the pendency and/or completion of the inquiry including strict disciplinary action including termination of the services.

11. **MEANS OF COMMUNICATION**

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These results are published in Jaihind, Rajkot Edition in Gujarat and in Financial Express, Ahmedabad & Mumbai. The Company has not sent the half yearly report to each household of shareholders. The Company has not made any presentation to the Institutional Investors or Analysts. These results are simultaneously posted on the website of the Company at <http://scl.mehtagroup.com/investors/financials> and Electronic Data Information Filing and Retrieval website maintained by SEBI.

12. **GENERAL SHAREHOLDERS INFORMATION**

i)	Audited results for the current Financial Year ended 31st March 2016.	23 rd May 2016	
ii)	Board Meeting for consideration of unaudited results	Quarter I (ended 30.6.2015) Quarter II (ending 30.9.2015) Quarter III (ending 31.12.2015) Quarter IV (ending 31.3.2016)	Within the period as stipulated under the Listing Regulations 2015
iii)	Annual General Meeting is proposed to be held	Monday, the 22 nd August, 2016	
iv)	Date of Book closure	Wednesday, the 17 th August 2016 to Monday, the 22 nd August, 2016 (both days inclusive)	

v) **Listing of Equity Shares on Stock Exchange at:**

Sr. No.	Name(s) of the Stock Exchange	Stock Code
a)	The Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001.	502175 Demat ISIN No. INE 626A01014

vi) **Listing Fees**

The Company has paid Listing Fees for the Financial Year 2016-2017 to the Bombay Stock Exchange Ltd (BSE) where the Company's shares are listed.

vii) **Registrar & Share Transfer Agent**

The Company has appointed M/s. Link Intime India Pvt Ltd as Registrar and Share Transfer Agent for transfer of securities held in physical form. The Registrar also accepts and attends to complaints of security holders. Their complaints are given top priority by them and are replied promptly.

No complaint received from the Shareholders / Investors as on 31.3.2016 is pending relating to transfer of security.

viii) **Share Transfer System**

The share transfer in physical form are processed by the Registrar and Share Transfer Agent and the share certificates returned within a period of 15 to 20 days from the date of receipt provided that the documents are found to be in order.

The shares held in demat form are transferred electronically through the depositories, i.e. CDSL & NSDL.

ix) Distribution of Shareholding as on 31.3.2016 :

No. of equity shares held	No. of shareholders	%	No. of shares held	%
1 – 500	9694	83.06	1308074	2.56
501 – 1000	803	6.88	677337	1.32
1001 – 2000	450	3.86	707958	1.38
2001 – 3000	169	1.45	446569	0.87
3001 – 4000	112	0.96	415154	0.81
4001 – 5000	119	1.02	570301	1.12
5001 – 10000	152	1.30	1152167	2.25
10001 – above	172	1.47	45913505	89.69
TOTAL	11671	100.00	51191065	100.00

x) Shareholders Profile as on 31.3.2016:

Category	No. of shareholders	%	No. of shares held	%
Promoter Group Companies	10	0.09	32759283	63.99
Bodies Corporate	248	2.12	3189437	6.23
NRIs	451	3.86	298884	0.58
FIs	5	0.04	270002	0.53
Financial Institutions	2	0.02	272737	0.53
UTI & Insurance Companies	7	0.06	192487	0.38
Banks	7	0.06	546937	1.07
Mutual Fund	1	0.01	100	–
Foreign Companies	1	0.01	2470000	4.83
Overseas Corporate Bodies	1	0.01	109100	0.21
Indian Public	10938	93.72	11082098	21.65
Total	11671	100.00	51191065	100.00

xi) Dematerialization of shares:

As on 31.3.2016, 5,04,12,903 equity shares constituting 98.40% of the Company's total share capital were held in dematerialized form with NSDL and CDSL.

Note: The distribution of shareholding, Shareholders Profile and Dematerialization of Shares as on 31.3.2016 does not include 1,80,00,000 Party paid-up Equity Shares of ₹ 10/- each (on which ₹ 5/- is paid up) issued to the Promoters & its associates, which is not yet in demat form and not listed with Stock Exchange.

xii) Stock Market price data for the period 2015 - 2016:

The High, Low and Closing prices of the Company's share of the face value of ₹10/- each on Bombay Stock Exchange, Mumbai from April 2015 to March 2016 are as under:-

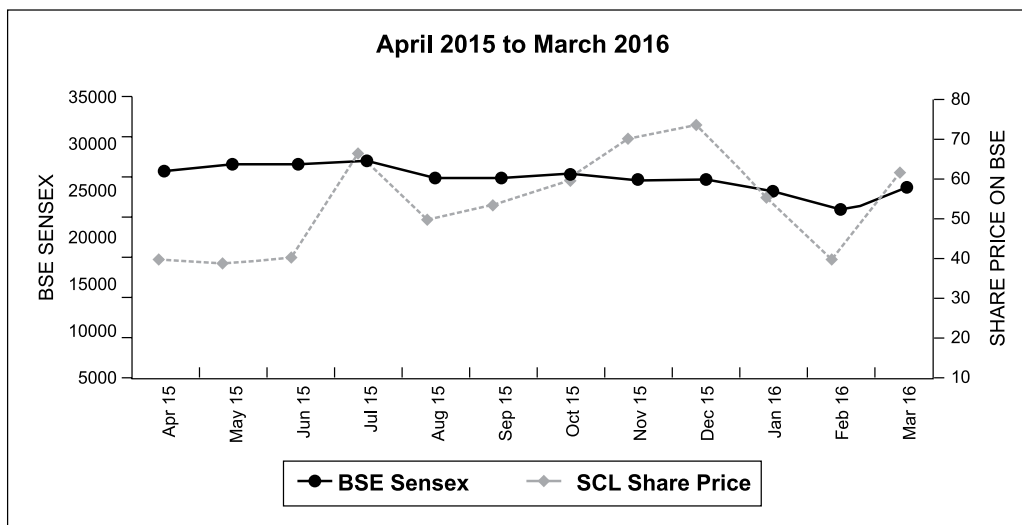
(In ₹)

Month	High	Low	Closing
April 2015	47.70	39.60	40.05
May 2015	48.80	38.00	38.55
June 2015	43.70	36.15	40.45
July 2015	81.00	38.60	66.60
August 2015	68.50	48.95	49.80
September 2015	59.90	45.00	53.55
October 2015	64.80	51.70	59.15
November 2015	71.70	56.85	70.40
December 2015	77.70	64.00	73.70
January 2016	76.85	51.50	55.65
February 2016	61.25	38.10	39.80
March 2016	64.45	40.50	61.50



xiii) Stock Performance (Indexed)

The performance of the Company's shares relating to Bombay Stock Exchange Sensex is given in the chart below: -



Plant Location:

Near Railway Station, Ranavav, Gujarat 360 560.

xiv) Address for correspondence:

1. Registered Office :
Near Railway Station
Ranavav – 360 560
Dist: Porbandar, Gujarat.
2. Corporate Office :
Share Department
2nd Floor, N.K. Mehta International House
178 Backbay Reclamation
Mumbai 400 020.
E-mail ID: scl-mum@mehtagroup.com

Shareholder correspondence should be addressed to Registrar & Share Transfer Agent:

M/s. Link Intime India Pvt Ltd
(Unit: Saurashtra Cement Limited)
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai – 400 078.
Tel. 022- 25963838, Fax : 022-25946969
Contact Person: Mr. Sharad Patkar

A separate e-mail ID: sclinvestorquery@mehtagroup.com has been created specifically for investor query / complaints.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP) regarding change of address, change of Bank Account / Bank nomination etc.

xv) Mandatory requirement of PAN:

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Registrar & Share Transfer Agent while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

13. NON MANDATORY REQUIREMENTS :

(a) Chairman's Office :

The Corporate Office of the Company supports the Chairman in discharging the responsibilities.

(b) Shareholders Rights

As the Company's quarterly results are published in English Newspaper having circulation all over India and in a Gujarati Newspaper widely circulated in Gujarat, the same are not sent to each Shareholder.

(c) Auditor's Opinion

The Company's Standalone Financial Statements for the year ended 31st March 2016 does not have any qualification.

(d) Separate posts for chairperson and chief executive officer

The position of the Chairman of the Board of Directors and the CEO are separate.

(e) Reporting of internal auditor

The Partner of Internal Auditor reports directly to the Audit Committee.

(f) Code for Prohibition of Insider Trading

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has adopted a "Code for Prevention of Insider Trading". Company Secretary is the "Compliance Officer". The said code is applicable to all Directors and designated employees.

14. SUBSIDIARY COMPANIES:

There is no material non listed Indian Subsidiary Company as on 31-03-2016 requiring appointment of Independent Director of the Company on the Board of Directors of the subsidiary companies.

On behalf of the Board of Directors

Place : Mumbai
Dated : 23.5.2016

M.S.Gilotra
Managing Director

Jay Mehta
Executive Vice Chairman

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management have confirmed compliance with the Code of Conduct and Ethics for the financial year ended 31st March 2016.

On behalf of the Board of Directors

Place : Mumbai
Dated : 23.5.2016

M.S.Gilotra
Managing Director

Jay Mehta
Executive Vice Chairman



AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To the Members of SAURASHTRA CEMENT LIMITED

We have examined the compliance of the conditions of Corporate Governance by SAURASHTRA CEMENT LIMITED ("the Company") for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with The Bombay Stock Exchange Limited for the period April 1, 2015 to November 30, 2015 and as required to in Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

Place : MUMBAI
Date : May 23, 2016

PARESH H. CLERK
Partner
Membership No. 36148

ANNEXURE - C

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso there to

1. Details of contracts or arrangements or transactions not at arm's length basis –

Not Applicable.

- (a) Name(s) of the related party and nature of relationship.
- (b) Nature of contracts/arrangements/transactions.
- (c) Duration of the contracts/arrangements/transactions.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any.
- (e) Justification for entering into such contracts or arrangements or transactions.
- (f) Date(s) of approval by the Board.
- (g) Amount paid as advances, if any.
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. Details of material contracts or arrangement or transactions at arm's length basis

- I.
 - (a) Name(s) of the related party and nature of relationship
Gujarat Sidhee Cement Limited – Associate Company.
 - (b) Nature of contracts/arrangements/transactions
 - a. Sale of power of upto 5 MW under wheeling arrangement for a term of 3 to 5 years.
 - b. Sale / Purchase / supply of clinker and cement at market rate.
 - c. Availing, rendering services like administration, human resources and Sharing of common expenses on agreed formula etc.
 - d. Brand fee for use of Brand "Hathi" as per Brand valuation report.

All above transactions are at prevailing market price and at arms length basis.
 - (c) Duration of the contracts/arrangements/transactions
On going with the approval of the Board.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any.
Please refer item (b) above.
 - (e) Date(s) of approval by the Board, if any.
14th May, 2016
 - (f) Amount paid as advances, if any.
NIL
- II.
 - (a) Name(s) of the related party and nature of relationship
Agrima Consultants International Limited – wholly owned subsidiary
 - (b) Nature of contracts/arrangements/transactions
Utilisation of their premises by the Company for official use.
 - (c) Duration of the contracts/arrangements/transactions
On going with the approval of the Board.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any.

Please refer item (b) above.

- (e) Date(s) of approval by the Board, if any.

14th May, 2015

- (f) Amount paid as advances, if any.

NIL

- III. (a) Name(s) of the related party and nature of relationship

Prachit Holdings Limited – wholly owned subsidiary

- (b) Nature of contracts/arrangements/transactions

Provided finance for expenses

- (c) Duration of the contracts/arrangements/transactions

On going with the approval of the Board.

- (d) Salient terms of the contracts or arrangements or transactions including the value, if any.

Please refer item (b) above.

- (e) Date(s) of approval by the Board, if any.

14th May, 2015

- (f) Amount paid as advances, if any.

NIL

- IV. (a) Name(s) of the related party and nature of relationship

Reeti Investments Limited – wholly owned subsidiary

- (b) Nature of contracts/arrangements/transactions

Provided finance for expenses

- (c) Duration of the contracts/arrangements/transactions

On going with the approval of the Board.

- (d) Salient terms of the contracts or arrangements or transactions including the value, if any.

Please refer item (b) above.

- (e) Date(s) of approval by the Board, if any.

14th May, 2015

- (f) Amount paid as advances, if any.

NIL

Form shall be signed by the persons who have signed the Board's Report.

On behalf of the Board of Directors

Place : Mumbai

Dated : 23.05.2016

M.S.Gilotra

Managing Director

Jay Mehta

Executive Vice Chairman

ANNEXURE - D

CSR REPORT

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to CSR policy and projects or programs.	The Company has adopted the CSR policy on 9 th February 2015. The same is available on the website of the Company at http://scl.mehtagroup.com/policy/csr-policy .
2.	Composition of CSR Committee	Mr. Jay Mehta, Executive Vice Chairman Mr. M. S. Gilotra, Managing Director Mr. Jayant N. Godbole, Independent Director Mr. Bimal Thakkar, Independent Director
3.	Average net profit of the Company for last three years	₹ 1948.38 lacs
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	₹ 38.98 lacs
5.	Details of CSR spent during the financial year	₹ 22.48 lacs

The manner in which the amount has been spent during the financial year under review is given below:

Sr. No.	Title of the Project	Justification	Spent (₹ in lacs)
1	Promoting Health Care and Sanitation	Company conducts various immunization programs, blood donation camp, family welfare education, health care, safe as well as periodical health checkup and improvement in sanitation.	7.67
2	Education Promotion	Company has a full fledged primary school for the children of the employees and local people staying nearby areas. The Company also provides extra coaching classes to the under-privileged students near and around Ranavav. Apart from the above, the Company provides education kit to needy / poor students and amenities in the nearby schools.	14.81
		Total	22.48

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
SAURASHTRA CEMENT LIMITED
Near Railway Station
Ranavav, Gujarat - 360 560

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAURASHTRA CEMENT LIMITED (CIN: L26941GJ1956PLC000840)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's management is responsible for preparation and maintenance of secretarial records and for devising systems to ensure compliances with the provisions of applicable laws and regulations.

Auditors Responsibility

Our responsibility is to express an opinion on the secretarial records, standard and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. **presently (Prohibition of Insider Trading) Regulations 2015.**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period); **presently (share based employees Benefits) Regulations 2014.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - h. The Securities and Exchange Board of India (Buyback of Securities Regulations, 1998 (Not applicable to the Company during the Audit Period).

We further report that during the reporting period, there were no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings made by / in the Company and as such the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made were not applicable.

- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We are of the opinion that the management has complied with the following laws specifically applicable to the Company:

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. Labour Laws and other incidental laws;
4. Environment Protection Act, 1986 and other Environmental Laws;
5. Employees State Insurance Act, 1948;
6. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003;
7. Indian Contract Act, 1872;
8. Minimum Wages Act, 1948;
9. Negotiable Instruments Act, 1881;
10. The Trade Marks Act, 1999;
11. The Patents Act, 1970
12. The Copyright Act, 1957;
13. The Legal metrology Act, 2009;
14. Acts as prescribed under Shop and Establishments act of various local authorities.

We have also examined compliance with applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) **The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015** and the Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Ragini Chokshi & Co.**

Mrs. Ragini Chokshi
(Partner)

C.P.NO. 1436
FCS NO. 2390

Place : Mumbai
Date : May, 4th 2016

ANNEXURE - F

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31.03.2016

A. CONSERVATION OF ENERGY:

a. ENERGY CONSERVATION MEASURES TAKEN

1. Replacement of old separator of Raw Mill by new dynamic separator.
2. Replacement of old separator of Coal Mill no.3 by new dynamic separator.
3. Use of energy efficient lamps by replacing Street and Plant lights with LED.

b. ADDITIONAL INVESTMENT AND PROPOSALS, IF ANY, BEING IMPLEMENTED FOR REDUCTION OF CONSUMPTION OF ENERGY.

1. Induction of more auto loader at Packing Plant.
2. Use of variable frequency drive in the fan application in a phased manner.
3. Replacement of old motors by high efficiency motors in a phased manner.
4. Replacement of CM-1 separator with high efficiency new separator.

c. IMPACT OF MEASURES AT (a) AND (b) ABOVE FOR REDUCTION OF ENERGY CONSUMPTION AND SUBSEQUENT IMPACT ON THE COST OF PRODUCTION OF GOODS.

1. Reduction in fuel consumption
2. Reduction in power consumption

B. TECHNOLOGY ABSORPTION.

Efforts made in Technology are given below :

RESEARCH & DEVELOPMENT

Specific areas in which the company carried out R&D

1. Changed the grinding media pattern in coal mills.
2. Installation of cooler camera to optimize cooler operations.

Benefits derived as a result of above R&D

1. Reduction in fuel consumption.
2. Reduction in power consumption.

Future plan of action

1. Use of alternative / waste derived fuels for Power generation and kiln.
2. Improvement in efficiency of fans by reengineering.

DETAILS OF TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION.

1. Replacement of 15 old motors by high efficiency motors.
2. Use of Astronomical timer for street light.
3. Installation of cooler camera.

Benefits derived as a result of above efforts.

1. Optimization of Kiln process
2. Reduction in fuel consumption.
3. Reduction in power consumption.

FUTURE PLANT UPGRADATION

1. Use of alternative / waste derived fuels.
2. Use of variable frequency drives in fan application.
3. Automation of cement mill no.2 and 4.
4. Clinker storage and handling system.
5. Replacement of existing mechanical packer with electronic packer.
6. Installation and commissioning of STP.
7. Installation of hydro Pneumatic System.
8. Automation of cement silo feeding system.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- a. Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans:
Improvements in logistics for flexibility to export cement & clinker in bags / break bulk / and bulk.
- b. Total Foreign Exchange used and earned.

	Current Year 2015-16 (₹ in Lacs)	Previous Year 2014-15 (₹ in Lacs)
Foreign Exchange earned	8,802.36	7,823.29
Foreign Exchange used	2,880.17	2,108.91

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L26941GJ1956PLC000840
2.	Registration Date	11 th June, 1956
3.	Name of the Company	SAURASHTRA CEMENT LIMITED
4.	Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	Near Railway Station, Ranavav – 360560 (Gujarat) Tel. No. 02801-235001 / 7 , 02801-304200 Fax : 02801-304376 E-mail : sclinvestorquery@mehtagroup.com Website: www.saurashtracementlimited.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078 Tel No. 022 - 25963838 Fax : 022 - 25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Clinker & Cement	3241	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Pranay Holdings Limited	U67120MH1992PLC065188	Subsidiary	100	2 (87)
2	Prachit Holdings Limited	U67120MH1992PLC067374	Subsidiary	100	2 (87)
3	Ria Holdings Limited	U67120MH1992PLC067548	Subsidiary	100	2 (87)
4	Reeti Investments Private Limited	U65990MH1992PLC066507	Subsidiary	100	2 (87)
5	Agrima Consultants International Limited	U74210MH1988PLC047543	Subsidiary	100	2 (87)
6	Gujarat Sidhee Cement Limited	L26940GJ1973PLC002245	Associate	* 20.46	2 (6)
7	Villa Trading Co. Private Ltd	U51900MH1994PTC076992	Associate	20.46	2 (6)

***Note -** (Gujarat Sidhee Cement Limited holds the above mentioned 20.46 % shares in the company through its Subsidiary Villa Trading Co. Private. Ltd)

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
	(1) Indian									
	a) Individual/ HUF	132310	193808	326118	0.64	132310	193808	326118	0.64	—
	b) Central Govt.	—	—	—	—	—	—	—	—	—
	c) State Govt.(s)	—	—	—	—	—	—	—	—	—
	d) Bodies Corp.	11893934	—	11893934	23.24	14306934	—	14306934	27.95	4.71
	e) Banks / FI	—	—	—	—	—	—	—	—	—
	f) Any other	—	—	—	—	—	—	—	—	—
	Sub –Total (A)(1)	12026244	193808	12220052	23.88	14439244	193808	14633052	28.59	4.71
	(2) Foreign									
	a) NRIs- Individuals	—	—	—	—	—	—	—	—	—
	b) Other - Individuals	—	—	—	—	—	—	—	—	—
	c) Bodies Corp.	20865349	—	20865349	40.76	18452349	—	18452349	36.05	-4.71
	d) Banks / FI	—	—	—	—	—	—	—	—	—
	e) Any other	—	—	—	—	—	—	—	—	—
	Sub –Total (A)(2)	20865349	—	20865349	40.76	18452349	—	18452349	36.05	-4.71
	Total shareholding of Promoter (A)= (A)(1) + (A)(2)	32891593	193808	33085401	64.64	32891593	193808	33085401	64.64	—
B.	Public Shareholding									
	1. Institutions									
	a) Mutual Funds	—	1250	1250	—	—	1250	1250	—	—
	b) Banks / FI	822824	850	823674	1.61	818824	850	819674	1.60	-0.01
	c) Central Govt.	—	—	—	—	—	—	—	—	—
	d) State Govt.(s)	—	—	—	—	—	—	—	—	—
	e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
	f) Insurance companies	190927	410	191337	0.38	190927	410	191337	0.38	—
	g) FIIs	—	1810	1810	—	268192	1810	270002	0.52	0.52
	h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
	i) Others (specify)	—	—	—	—	—	—	—	—	—
	Sub-total (B)(1):-	1013751	4320	1018071	1.99	1277943	4320	1282263	2.50	0.51
	2. Non-Institutions									
	a) Bodies Corp.									
	i) Indian	2005351	443006	2448357	4.78	3172311	17126	3189437	6.23	1.45
	ii) Overseas	—	—	—	—	—	—	—	—	—

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2540133	360182	2900315	5.66	4132401	356324	4488725	8.77	3.11
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2719240	213384	2932624	5.73	4745661	175384	4921045	9.61	3.88
c) Others (specify)									
Non Resident Indians	82375	31850	114225	0.22	267684	31200	298884	0.58	0.36
Overseas Corporate Bodies	109100	–	109100	0.21	109100	–	109100	0.21	–
Foreign Companies	8147884	–	8147884	15.92	2470000	–	2470000	4.83	-11.09
Clearing Members	435088	–	435088	0.85	1346210	–	1346210	2.63	1.78
Trusts	–	–	–	–	–	–	–	–	–
Foreign Investor	–	–	–	–	–	–	–	–	–
Sub-total (B)(2):-	16039171	1048422	17087593	33.37	16243367	580034	16823401	32.86	-0.51
Total Public Shareholding (B)=(B)(1)+ (B)(2)	17052922	1052742	18105664	35.36	17521310	584354	18105664	35.36	–
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	49944515	1246550	51191065	100.00	50412903	778162	51191065	100.00	–

In accordance with the BIFR order dated 14th March, 2013 Company has issued 1,80,00,000 Partly paid up equity shares of ₹ 10/- each (on which ₹ 5/- is paid up) on 11th November 2015 which are not listed and hence not considered with the shareholding pattern.

B) Shareholding of Promoter

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Jagmi Investments Limited	5175000	10.11	10.11	5175000	10.11	10.11	–
2	The Mehta International Limited	3750	0.01	0.01	3750	0.01	0.01	–
3	Clarence Investments Limited	3686599	7.20	7.20	1273599	2.49	2.49	-4.71
4	TransAsia Investments & Trading Limited	8000000	15.63	15.63	8000000	15.63	15.63	–
5	Sampson Limited	4000000	7.81	7.81	4000000	7.81	7.81	–
6	Pallor Trading Co. Pvt. Ltd.	25136	0.05	0.05	25136	0.05	0.05	–

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
7	Sameta Export Pvt. Ltd.	123531	0.24	0.24	123531	0.24	0.24	—
8	Villa Trading Co. Pvt. Ltd	11745167	22.95	22.95	14158167	27.66	27.66	4.71
9	Gujarat Sidhee Cement Limited	100	—	—	100	0.00	—	—
10	Mahendrabhai N Mehta	28480	0.06	—	28480	0.06	—	—
11	Dhirendra N Mehta	5000	0.01	—	5000	0.01	—	—
12	Hemang D Mehta	51534	0.10	—	51534	0.10	—	—
13	Jay M Mehta	14630	0.03	—	14630	0.03	—	—
14	Sunayanaben M Mehta	6000	0.01	—	6000	0.01	—	—
15	Medhavini D Mehta	46184	0.09	—	46184	0.09	—	—
16	Umade D Mehta	15400	0.03	—	15400	0.03	—	—
17	Kamalakshi D Mehta	18400	0.03	—	18400	0.03	—	—
18	Juhi Chawla Mehta	24650	0.05	—	24650	0.05	—	—
19	Radha Mahendra Mehta	5100	0.01	—	5100	0.01	—	—
20	Anisha Hemang Mehta	100	0.00	—	100	0.00	—	—
21	Devika Hemang Mehta	100	0.00	—	100	0.00	—	—
22	Nirmala Ranvir Khatau	7660	0.01	—	7660	0.01	—	—
23	Sudhir Babulal Shah	100000	0.20	—	100000	0.20	—	—
24	Atul C Khanna	2880	0.01	—	2880	0.01	—	—
	TOTAL	33085401	64.64	64.00	33085401	64.64	64.00	—

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Name of the Shareholder	Date	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% of total shares including partly paid-up * Equity Shares of the company
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Clarence Investments Limited	01/04/2015	At the beginning of the year	3686599	7.20	3686599	7.20	5.33
		21/03/2016	Promoter Inter se Transfer			-2413000	4.71	-3.49
		Shares held at the end of the year.				1273599	2.49	1.84
2	Villa Trading Co. Pvt. Ltd	01/04/2015	At the beginning of the year	11745167	22.95	11745167	22.95	16.97
		21/03/2016	Promoter Inter se Transfer			2413000	4.71	3.49
		Shares held at the end of the year.				14158167	27.66	20.46

*In accordance with the BIFR order dated 14th March, 2013 Company has issued 1,80,00,000 Partly paid up equity shares of ₹ 10/- each (on which ₹ 5/- is paid up) on 11th November 2015 which are not listed.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the Year 31/03/2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Toro Managers Limited	2470000	4.83	2470000	4.83
2.	Indianivesh Securities Private Limited	220300	0.43	795000	1.55
3.	Arun Nahar	–	–	590026	1.15
4.	Premji K. Ruparel	577730	1.13	564430	1.10
5.	Runner Marketing Pvt. Ltd	–	–	500000	0.97
6.	Dena Bank - Investment	420335	0.82	420335	0.82
7.	Indianivesh Capitals Limited	–	–	402250	0.79
8.	Esma Industries Pvt. Limited	197680	0.39	316288	0.62
9.	ESVVE Capital	–	–	261892	0.52
10.	Laxminiwas Ragunath Jaju	112000	0.22	226673	0.44
11.	Life Insurance Corporation of India	226087	0.44	226087	0.44
12.	National Insurance Company Limited	136690	0.27	136690	0.27
13.	Mauritius Debt Management Limited	5677884	11.09	–	–
14.	SKS Capital & Research Pvt Ltd	300000	0.59	–	–
15.	Benchmark Capital Management Pvt Ltd	228200	0.45	–	–
16.	IND Finance & Securities Trust Pvt Ltd	168732	0.33	–	–

The shares of the Company are traded on a regular basis hence date wise increase and decrease of shares is not indicated.

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name of the Shareholder	Date	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mahendra N Mehta (Chairman)	1-Apr-2015	At the beginning of the year	28480	0.06	28480	0.06
		31-Mar-2016	At the end of the year			28480	0.06
2	Jay M Mehta (Executive Vice Chairman)	1-Apr-2015	At the beginning of the year	14630	0.03	14630	0.03
		31-Mar-2016	At the end of the year			14630	0.03
3	Hemang D Mehta (Director)	1-Apr-2015	At the beginning of the year	51534	0.10	51534	0.10
		31-Mar-2016	At the end of the year			51534	0.10
Key Managerial Personnel							
1	Mr. M. S. Gilotra (Managing Director)	1-Apr-2015	At the beginning of the year	–	–	–	–
		31-Mar-2016	At the end of the year	–	–	–	–
2	Mr. Rakesh Mehta (Chief Financial Officer)	1-Apr-2015	At the beginning of the year	–	–	–	–
		31-Mar-2016	At the end of the year	–	–	–	–
3	Mrs. Sonali Sanas (Vice President (Legal) & Co. Secretary)	1-Apr-2015	At the beginning of the year	–	–	–	–
		31-Mar-2016	At the end of the year	–	–	–	–

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1237.66	—	—	1237.66
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	1.67	—	—	1.67
Total (i+ii+iii)	1239.33	—	—	1239.33
Change in Indebtedness during the financial year				
* Addition	1910.03	—	—	1910.03
* Reduction	1217.32	—	—	1217.32
Net Change	692.71	—	—	692.71
Indebtedness at the end of the financial year				
i) Principal Amount	1932.04	—	—	1932.04
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	1932.04	—	—	1932.04

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹ In lacs)
		Mr. Jay M. Mehta (Executive Vice Chairman) 1.4.2015 to 31-3-2016 (₹ In lacs)	Mr. M. S. Gilotra (Managing Director) 1-4-2015 to 31-3-2016 (₹ In lacs)	
1	Gross salary			
	(a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961	228.01	145.52	373.53
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	17.71	17.71
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	228.01	163.23	391.24
	Ceiling as per the Act*			

B. Remuneration to other directors

Sr. No	Particulars of Remuneration	Name of Directors								Total Amount ₹ in Lacs (including TDS)
1	Independent Directors	Mr. S. V. S Raghavan	Mr. M.N. Rao	Mr. K. N. Bhandari	Mr. B. P. Deshmukh	Mr. Jayant Godbole	Mr. Bimal Thakkar	Mr. P K Behl	Mrs. Bhagyam Ramani	
	Fee for attending Board / Committee meetings	5.00	6.00	3.50	3.70	3.20	3.20	3.50	3.70	31.80
	Commission	—	—	—	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—	—	—	—
	Total (1)	5.00	6.00	3.50	3.70	3.20	3.20	3.50	3.70	31.80
2	Other Non-Executive Directors	Mr. M. N. Mehta	Mr. Jay Mehta	Mr. H.D. Mehta	Mr. Hemnabh Khatau	Mr. Anil Kaul	Mr. M. S. Gilotra			
	Fee for attending Board / Committee meetings	1.50	—	2.00	1.00	5.50	—			10.00
	Commission	—	—	—	—	—	—			—
	Others, please specify	—	—	—	—	—	—			—
	Total (2)	1.50	—	2.00	1.00	5.50	—			10.00
	Total (B)=(1+2)									41.80
	Total Managerial Remuneration									41.80
	Overall Ceiling as per the Act**									

* As per part II of Schedule V of the Companies Act, 2013.

** ₹ 1 lac per Director per meeting attended.

Note : Sitting fees also include fees for the meeting of the Independent Directors held on 26th March, 2015 and all the Independent Directors attended the said meeting.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WT

Sr. No	Particulars of Remuneration	Key Managerial Personnel		Total Amount (₹ In lacs)
		Company Secretary	Chief Financial Officer	
		Ms. Sonali Sanas (For 01/04/2015 to 31/03/2016) (₹ In lacs)	Mr. Rakesh Mehta (For 01/04/2015 to 31/03/2016) (₹ In lacs)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	33.92	54.92	88.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	7.40	7.40
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	- as % of profit	—	—	—
	others, specify	—	—	—
5	Others, please specify	—	—	—
	Total	33.92	62.32	96.24

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURE - H

The information required under Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given below:

- a. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year:

Executive Directors	Remuneration per annum 2015-16 (Please refer Note)	Employee Salary per annum – median *	Ratio
Mr. Jay Mehta	₹ 228.01 lacs	₹ 4.01 lacs	57:1
Mr. M. S. Gilotra	₹ 163.23 lacs	₹ 4.01 lacs	40:1

Note: Remuneration means as defined under Section 2(78) of the Companies Act, 2013.

* Does not include the salaries paid to Wage Board employees as per the wage board settlement agreement.

- b. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	2014-15 (₹ in Lacs)	2015-16 (₹ in Lacs)	% increase
Mr. Jay Mehta	Executive Vice Chairman	264.47	228.01	-13.79%
Mr. M. S. Gilotra	Managing Director	143.52	163.23	13.73%
Mr. Rakesh Mehta	Chief Financial Officer	26.60*	62.32	—
Ms. Sonali Sanas	Vice President (Legal) & Company Secretary	2.62*	33.92	—

Note : (*) The remuneration paid to Chief Financial Officer is for the period 1.10.2014 to 31.3.2015 and to Company Secretary for the month of March 2015 since they were appointed in the Company during part of the financial year 2014-15. Therefore, the details of increase over previous year does not arise.

- c. The percentage increase in the median remuneration of employees in the financial year:

	MEDIAN SALARY PA*	
2014-15	2015-16	% Increase
₹ 3.43 lacs	₹ 4.01 lacs	17.12

* Does not include the salaries paid to Wage Board employees as per the wage board settlement agreement.

- d. The number of permanent employees on the rolls of company:

PERMANENT EMPLOYEES	477
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- e. The explanation on the relationship between average increase in remuneration and company performance:

Particulars	2014-15 (₹ Lacs)	2015-16 (₹ Lacs)
Revenues from Operations / Turnover	56,270.64	52,970.08
EBITDA	12,747.13	8,620.66
EBITDA as % of Turnover	22.65%	16.27%
PBT	7,923.43	6,871.35
PBT as % of Turnover	14.08%	12.97%

The revenues from the operations of the Company for F.Y. 2015-16 decreased by around 6% compared to the previous year. This was mainly due to general slowdown of the Cement Industry. The average percentage increase in the remuneration of employees is around 14.47% which does not include the salaries paid to wage board employees as per the Wage Board settlement Agreement. The average increase in the remuneration of employees is guided by various factors such as performance of employees during the year, potential growth of employees, increment given in the past, inflation rate of India, Company's profitability and Cement market conditions - present and future.

f. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of KMP in Financial Year 2015-16 (₹ in crores)	4.87
Total Revenue (₹ in crores)	529.70
Remuneration of KMPs (as % of Total Revenue)	0.92
Profit before Tax (₹ in crores)	68.71
Remuneration of KMPs (as % of Profit before Tax)	7.09

g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31,2015	March 31,2016	% Change
Market Capitalisation (₹ crores)	222.43	314.83	41.54
Price Earnings Ratio	3.33	8.19	145.95

h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31,2016	1 st October, 1993 (IPO)	% Change
Market Price per share (BSE)	₹ 61.50	₹ 90.00	-46

i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the remuneration of employees is around 14.47%. This does not include the salaries paid to Wage Board employees as per Wage Board settlement agreement. The justification of increase in managerial remuneration is provided at (f) above.

j. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

	Mr. Jay Mehta, Executive Vice Chairman	Mr. M.S. Gilotra, Managing Director
Remuneration in FY 16 (₹ crores)	2.28	1.63
Revenue (₹ crores)	529.70	529.70
Remuneration as % of revenue	0.43%	0.31%
Profit before Tax (PBT) (₹ crores)	68.71	68.71
Remuneration (as % of PBT)	3.32%	2.37%

k. The key parameters for any variable component of remuneration availed by the directors:

Not applicable.

- I. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

Nil

- m. Affirmation that the remuneration is as per the remuneration policy of the company.**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

- n. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below.**

The following details are given hereunder in respect of employees employed throughout the year and were in receipt of remuneration of not less than ₹ 60 lacs per annum.

Name of the Employee	Mr. Subhash Chander Khanna	Mr. Narendra Singh	Mr. Prakash Kunte	Mr. Rakesh Mehta
Designation of the employee	Executive Director - Ops. & Proj.	Director – Works	Director – HR	Chief Financial Officer
Remuneration received	₹ 127.67 lacs	₹ 89.16 lacs	₹ 85.03 lacs	₹ 62.32 lacs
Nature of employment	Permanent	Permanent	Permanent	Permanent
Qualification and experience of the employee	B. Tech (Mech.) 44 years of experience	B.E.(Elect.) 24 years of experience	B.Sc. LLB, MPM 35 years of experience	B.E. (Mech), M.F.M. 30 years of experience
Date of commencement of employment	1.10.2009	25.8.2008	11.5.2005	15.6.1995
Age	64	45	59	51
Last employment held by such employee before joining the company	SCOUL- Uganda	ACC Ltd	Raymond Ltd., Mumbai	Cauvery Software Engineering Ltd
The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	Nil	Nil	Nil	Nil
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	No	No	No	No

Details of the employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month.

None

Details of the employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the company.

None

On behalf of the Board of Directors

Place : Mumbai
Dated : 23.5.2016

M.S.Gilotra
Managing Director

Jay Mehta
Executive Vice Chairman

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SAURASHTRA CEMENT LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SAURASHTRA CEMENT LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements— Refer Note 30 to the standalone financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : MUMBAI
Date : May 23, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date on the standalone financial statements for the year ended March 31, 2016.

Report on the Companies (Auditors' Report) Order, 2016, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of Saurashtra Cement Ltd. ("the Company").

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- b. The fixed assets have been physically verified by the management according to a phased programme designed to cover all the fixed assets over a period of three years, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. Pursuant to the programme, a material portion of the fixed assets have been verified by the management during the year, and no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties other than self-constructed immovable properties (Buildings) as included in Fixed Assets, Note 11 to the financial statement are held in the name of the Company. The license to use agreement with Gujarat Maritime Board dated January 17, 1997, for the use of self constructed Jetty Gross Block ₹ 2411.45 lacs, Net Block ₹ 120.57 lacs, constructed on the land provided by Gujarat Maritime Board for a period of 15 years from the date of completion of construction being October 8, 2000 is pending for renewal.
- ii. Inventories other than stocks-in-transit have been physically verified by the management during the year. For stocks-in-transit at the year-end, the necessary documentary evidences for physical verification have been obtained. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such physical verification.
- iii. a. The Company had granted interest-free unsecured deposit to one of its subsidiary in earlier years, which is a company covered in the Register maintained under Section 189 of the Act. The Company has not granted any other loans, secured or unsecured to firms, limited liability partnerships or other parties covered under Section 189 of the Act.
- b. As regards interest-free deposit to the subsidiary, no other terms and conditions, including repayment thereof have been stipulated and accordingly, the question of making any comment for the regularity of the receipt of the principal or the recovery of overdue amounts does not arise. Considering the amount involved and the fact that it is given to a subsidiary and for the purpose for which it is given, in our opinion, the same is not, *prima facie*, prejudicial to the interest of the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee or provided any security in connection with a loan to any person or other body corporate and accordingly, the question of commenting on compliance with the provisions in respect thereof does not arise.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public. Accordingly, paragraph 3(v) of the Order to comment on whether the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under, is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as specified by the Central Government under Section 148 (1) of the Act in respect of its products and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the said accounts and records with a view to determine whether they are accurate or complete.
- vii. a. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable to it with the appropriate authorities and there are no arrears of outstanding statutory dues on the last day of the financial year, for a period of more than six months from the date they become payable. As informed to us, the provisions of the Employees' State Insurance Act are not applicable to the Company.
- b. According to the information and explanations given to us and on the basis of the books and records examined by us as may be applicable, given herein below are the details of dues of Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess, which have not been deposited on account of disputes and the forum where the dispute is pending.

Nature of Dues - Name of the Statute	Amount (₹ lacs)	Period to which amount relates	Forum where dispute is pending
Service Tax – The Finance Act, 1994			
Tax, interest and penalty	697.56(* 17.38)	2005-2016	CESTAT
Tax and penalty	2.39 (* 0.29)	2006-2007	CESTAT
Tax and penalty	5.17	2010-2011	CESTAT
Duty of Customs – Customs Act, 1962			
Duty and interest	3.25 (* 3.25)	2009-2011	Commissioner of Customs (Appeals)
Duty, interest and penalty	656.63 (* 76.86)	2011-2013	CESTAT
Duty of Excise – Central Excise Act, 1944			
Duty, interest and penalty	174.05	2007-2008	Honourable High Court of Gujarat
Penalty	0.69 (* 0.07)	2012-2013	Commissioner of Excise (Appeals)
Duty and penalty	421.37 (* 15.80)	2008-2014	CESTAT
Value Added Tax – Gujarat Value Added Tax Act, 2003			
Value Added Tax (VAT)	159.02	2008-2010	Joint Commissioner of Sales Tax
Interest on VAT	266.05		
Penalty on VAT	101.42		

* Indicates amounts deposited against the dispute

- viii. According to the information and explanations given to us, as also on the basis of the books and records examined by us, the Company has not defaulted in the repayment of dues to financial institutions, banks, Government or debenture holders.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (ix) of the Order in respect thereof is not applicable. Moneys raised by way of term loans were applied for the purposes for which those are raised.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year in the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. In terms of the Order of March 14, 2013 from the Board for Industrial and Financial Reconstruction a Rehabilitation Scheme, for the contribution from the promoters and associates, the Company has made allotment of equity shares during the year under review and the amount raised have been used for the purposes specified in the Scheme for which funds were raised. Other than the allotment as aforesaid, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under Section 42 of the Act during the year under review. Accordingly, the requirement to comment upon the utilisation of funds for the purpose for which they were raised does not arise.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : MUMBAI
Date : May 23, 2016

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2.f under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date on the standalone financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SAURASHTRA CEMENT LIMITED** ("the Company"), as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

Place : MUMBAI
Date : May 23, 2016

PARESH H. CLERK
Partner
Membership No. 36148

BALANCE SHEET AS AT MARCH 31, 2016

	Note	As at March 31, 2016 ₹ in lacs	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	6,019.42		5,807.02
Reserves and Surplus	3	20,675.35		18,009.38
			26,694.77	23,816.40
Non-current Liabilities				
Long-term Borrowings	4	120.11		Nil
Other Long-term Liabilities	5	881.77		773.97
Long-term Provisions	6	1,027.87		952.99
			2,029.75	1,726.96
Current Liabilities				
Short-term Borrowings	7	1,792.02		443.42
Trade Payables	8			
- Outstanding dues of micro enterprises and small enterprises		Nil		Nil
- Outstanding dues of creditors other than micro enterprises and small enterprises		2,738.80		4,565.24
Other Current Liabilities	9	7,086.65		9,182.44
Short-term Provisions	10	1,155.72		864.33
			12,773.19	15,055.43
TOTAL			41,497.71	40,598.79
ASSETS				
Non-current Assets				
Fixed Assets	11			
Tangible Assets		20,101.58		17,714.34
Intangible Assets		35.95		85.31
Tangible Capital Work-in-progress		3,957.72		5,260.35
		24,095.25		23,060.00
Non-current Investments	12	1,880.18		1,880.18
Deferred Tax Assets (net)	13	296.99		921.80
Long-term Loans and Advances	14	1,164.91		1,011.55
Other Non-current Assets	15	12.16		80.96
			27,449.49	26,954.49
Current Assets				
Inventories	16	4,828.89		7,752.60
Trade Receivables	17	1,405.18		1,936.44
Cash and Bank Balances	18	6,389.36		2,105.49
Short-term Loans and Advances	19	1,028.28		1,679.05
Other Current Assets	20	396.51		170.72
			14,048.22	13,644.30
TOTAL			41,497.71	40,598.79

Significant Accounting Policies and Notes are an integral part of the Financial Statements 1 - 38

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta	Chairman
Jay M. Mehta	Executive Vice Chairman
M.N. Rao	Director
M. S. Gilotra	Managing Director
Rakesh H. Mehta	Chief Financial Officer
Sonali Sanas	Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

	Note	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
Revenue from Operations (Gross)	21		59,224.58	62,948.28
Less: Excise Duty			6,254.50	6,677.62
Revenue from Operations (Net)			52,970.08	56,270.66
Other Income	22		1,280.57	720.79
Total Revenue			54,250.65	56,991.45
Expenses				
Cost of Materials Consumed	23		4,325.21	4,814.42
Purchases of Stock-in-trade	24		805.80	1,436.22
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	25		640.93	(700.83)
Employee Benefits Expense	26		3,910.41	3,510.76
Finance Costs	27		480.67	1,337.55
Depreciation, Amortisation and Impairment	11		1,268.64	3,486.15
Other Expenses	28		36,984.64	38,273.30
Total Expenses			48,416.30	52,157.56
Profit before Exceptional Items and Tax			5,834.35	4,833.89
Exceptional Items	29		1,037.00	3,089.56
Profit before Tax			6,871.35	7,923.45
Tax Expense				
Current Tax		1,470.17		2,085.20
Current Tax Adjustments of Earlier Years		(139.55)		Nil
MAT Credit Entitlement Reversed		538.07		Nil
		1,868.69		2,085.20
Deferred Tax		624.81		(921.79)
			2,493.50	1,163.41
Profit for the year			4,377.85	6,760.04
Earnings per equity share of ₹ 10 par value per share				
Basic and diluted (₹ per share)	37		7.51	13.03
Significant Accounting Policies and Notes are an integral part of the Financial Statements		1 - 38		

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W
PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta	Chairman
Jay M. Mehta	Executive Vice Chairman
M.N. Rao	Director
M. S. Gilotra	Managing Director
Rakesh H. Mehta	Chief Financial Officer
Sonali Sanas	Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
CASH FLOW FROM OPERATING ACTIVITIES			
Profit for the year before tax		6,871.35	7,923.45
Adjustments for :			
Add: Finance Costs	480.67		1,337.55
Loss on Sale of Assets / Capital WIP Written Off	62.24		28.96
Provision for Doubtful debts / Bad Debts Written Off	Nil		24.58
Depreciation, Amortisation and Impairment	1,268.64		3,486.15
		1,811.55	4,877.23
Less: Interest Income	320.51		282.57
Dividends Received	0.04		0.43
Excess Provision and Sundry Credit Balances Written Back	810.46		208.45
Excess Provision Written Back	10.01		34.53
Exceptional Items	1,037.00		3,089.56
		(2,178.02)	(3,615.54)
Operating profit before working capital changes		6,504.88	9,185.14
Adjustments for increase / decrease in:			
Other Long-term Liabilities and Long-term Provisions	390.13		182.11
Trade Payables and Other Current Liabilities	(1,171.52)		3,276.85
Long-term Loans and Advances and Other Non-current Assets	58.26		(43.16)
Inventories	2,923.71		(2,078.25)
Trade Receivables and Short-term Loans and Advances	142.34		(855.71)
Other Current Assets	17.65		251.28
		2,360.57	733.12
Cash generated from operations		8,865.45	9,918.26
Add: Direct Taxes (Payments) / Refunds		(1,626.20)	(1,930.13)
Net cash flow from operating activities		7,239.25	7,988.13
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets / Capital Work-in-progress	(2,517.54)		(1,605.03)
Sale of Fixed Assets	84.12		3,219.24
Sale of Non-current Investments	Nil		(0.01)
Interest Income	77.07		226.34
Dividends Received	0.04		0.43
Net cash flow from / (used in) investing activities		(2,356.31)	1,840.97

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issuance of share capital	900.00		Nil
Proceeds from Long-term Borrowings	140.02		Nil
Redemption of Preference Share Capital	(512.40)		Nil
Repayment of Long-term Borrowings	(794.24)		(10,497.56)
Dues (From) / To Subsidiaries	(0.18)		(1.43)
Short-term Borrowings	1,348.60		(132.17)
(Increase) / Decrease in Bank Deposits	(5,927.68)		1,953.48
Finance Costs Paid	(452.69)		(1,348.95)
Dividends and Distributions Taxes Paid	(1,228.18)		Nil
Net cash flow used in financing activities		(6,526.75)	(10,026.63)
Net increase in cash and cash equivalents		(1,643.81)	197.53
Cash and cash equivalents as at the beginning of the year		1,959.94	2,157.47
Cash and cash equivalents as at the end of the year (Refer Note 18)		316.13	1,959.94

Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard - 3, as notified under the Companies (Accounting Standards) Rules, 2006, as the same are applicable in terms of the provisions of Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W
PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta	Chairman
Jay M. Mehta	Executive Vice Chairman
M.N. Rao	Director
M. S. Gilotra	Managing Director
Rakesh H. Mehta	Chief Financial Officer
Sonali Sanas	Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Significant Accounting Policies

1.1 Basis of Preparation:

These financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention (except to include revaluation of land, buildings, plant and machinery situated at its manufacturing facilities at Ranavav, Gujarat) as also on accrual basis. These financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 ('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of Rule 4A of the Companies (Accounts) Rules 2014, the items contained in these financial statements are in accordance with the definitions and other requirements specified in the Accounting Standards.

1.2 Use of Estimates:

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting year, the reported amounts of assets and liabilities and the disclosures of contingent liabilities as on the date of the financial statements. Examples of such estimates include useful lives of fixed tangible assets and intangible assets, provision for doubtful debts/ advances, deferred tax, etc. Actual results could differ from those estimates. Such difference is recognised in the year/s in which the results are known / materialised.

1.3 Tangible Assets, Intangible Assets and Capital work-in-progress:

- i. Tangible Assets are stated at cost and includes amounts added on revaluation, less accumulated depreciation and impairment, if any. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment, if any.
- ii. 'Cost' for the purpose of valuing fixed assets and capital work in progress comprises of its purchase price and any attributable cost of bringing the asset to its working condition for its intended use (Net of recoverable duties, subsidy received on purchase of asset, etc.).
- iii. Pre-operative Expenditure and cost relating to borrowed funds attributable to the construction or acquisition upto the date asset is ready for use is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on its completion for satisfactory commercial commencement.

1.4 Depreciation / Amortisation:

- i. Depreciation on tangible fixed assets (including on identified parts), (other than Jetty and Premium on Leasehold Land) is provided on the "Straight-line Method" as per the useful lives specified in Part C of Schedule II to the Companies Act, 2013.

Where the cost of a part of the asset which is significant to the total cost of the asset and the useful life of that part is different from the useful life of the remaining asset, the Company has determined the useful life of that significant part separately ("Component Accounting"). However, if the useful life of the identified part is higher than the useful life of the related fixed asset, the life of such identified part is restricted upto the life of the related fixed asset. The Company has adopted such basis for the purpose of providing depreciation as per the useful life of tangible fixed assets.

In view of the period of right to use of 15 years the cost of Jetty is amortised on the "Straight-line Method" over the said period. Addition thereto, is amortised over the residual years of its right to use.

Premium on leasehold land of long lease duration is not amortised, being not material.

Depreciation on revalued assets are calculated on net replacement value ascertained as at June 30, 1993.

The amount equivalent to depreciation provided on the revalued assets as reduced by that of the original cost of the assets is transferred to the General Reserve from Revaluation Reserve, to the extent of availability of the Revaluation Reserve.

- ii. Intangible assets being computer softwares are amortised on the "Straight-line Method" over a period of 3 years.

1.5 Assets Acquired On Lease / Hire Purchase :

- i. Assets acquired under leases / hire purchase where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease / hire purchase rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

NOTES FORMING PART OF FINANCIAL STATEMENTS

- ii. Assets acquired under leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on accrual basis.

1.6 Impairment of Assets:

- i. As on each Balance Sheet date, if internal / external indicators suggest that an asset may be impaired, the carrying amount of the asset is tested for impairment so as to determine, the provision for impairment loss required, if any.
- ii. The impairment loss is recognised when the carrying amount of an asset / cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount is determined as the higher of its net selling price (net of material disposal expenses) and the value in use. Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset / CGU as stated above and from its disposal at the end of its useful life.
- iii. If there is change in the indication, since the last impairment was recognised, so that the recoverable amount of an asset exceeds its carrying amount, an impairment recognised for an asset in prior accounting period is reversed.

1.7 Investments:

Investments those are intended to be held for more than a year, from the date of acquisition, are classified as long-term investments and are carried at cost. However, provision for diminution in value of investments is made to recognise a decline, other than temporary, in the value of the investments. Investments other than long-term investments, being current investments, are valued at cost or fair value whichever is lower, determined on an individual basis.

1.8 Inventories:

- i. Raw materials, Packing materials and Fuels - 'At cost', derived on moving weighted average basis, or net realisable value, whichever is lower.
- ii. Work-in-process - 'At cost' or net realisable value, whichever is lower. Cost includes all direct costs and other related factory overheads.
- iii. Finished Goods - 'At cost' or net realisable value, whichever is lower. Cost includes all direct cost, other related factory overheads and excise duty. Traded goods are valued at cost or net realisable value, whichever is lower.
- iv. Stores and spares - 'At cost' on moving weighted average basis.

1.9 Accounting of Cenvat / VAT Benefits:

Cenvat / VAT credit availed under the relevant provisions in respect of Raw materials, Packing materials, Fuels, Stores and spares, Capital goods, etc. is reduced from the relevant cost of purchases.

1.10 Revenue Recognition:

- i. Sales are accounted on dispatch of goods to customers. Sales figures are inclusive of excise duty, but are net of sales tax, value added tax, sales returns and adjustment in respect of discounts, rate difference, etc.
- ii. Export Sales are accounted on the basis of bills of lading / mates receipt dates.
- iii. Export incentives are accounted for on export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to their claims are fulfilled.
- iv. Claims for Insurance are accounted on certainty of acceptance thereof by the Insurer.
- v. Dividend income is recognised based on establishment of the right to receive such income.

1.11 Foreign Currency Transactions:

- i. Transactions in foreign currency (Monetary or Non-monetary items) are recorded at the exchange rate prevailing on the date of the transaction.
- ii. Monetary items (i.e. receivables, payables, loans, etc.), which are denominated in foreign currency are translated and reported using the exchange rates prevailing on the date of the Balance Sheet.
- iii. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- iv. Exchange differences arising on the settlement of monetary items or on reporting at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or expenses in the year in which they arise.

1.12 Employee Benefits:

- i. Defined contribution plan: The Company's superannuation scheme and state governed provident fund scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the year in which the employees render the related service.

NOTES FORMING PART OF FINANCIAL STATEMENTS

- ii. Defined benefit plan - Gratuity: In accordance with applicable Indian Laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employees last drawn salary and the years of employment with the Company. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent Actuary. Actuarial gain or loss is recognised immediately in the Statement of Profit and Loss as Income or Expense. The Company has an employees gratuity fund managed by the Life Insurance Corporation of India ("LIC").
- iii. Compensated Absences: As per policy of the Company, it allows for the encashment of absence or absence with pay to its employees. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Company records an obligation for Compensated absences in the year in which the employees render the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent Actuarial valuation.

1.13 Borrowing Costs:

- i. Borrowing costs that are attributable to the acquisition / construction of qualifying assets, are capitalised, net of income / income earned on temporary investments from such borrowings. Other borrowing costs are charged to the Statement of Profit and Loss as expense in the year in which the same are incurred.
- ii. Redemption Premium payable on borrowings are included as part of borrowing costs on a periodic cost basis.

1.14 Segment Reporting Policies:

- i. Primary Segment is identified based on the nature of products, the different risks and returns and the internal business reporting system. Secondary Segment is identified based on the geographic allocation of its customers.
- ii. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

1.15 Taxation:

- i. Tax on income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- ii. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax during the period specified to avail the MAT credit under the Income-tax Act, 1961, and the resultant asset can be measured reliably.
- iii. Deferred tax is recognised, subject to consideration of prudence, on timing differences between taxable and accounting income which originates in one period and are capable of reversal in one or more subsequent periods (adjusted for reversals expected during tax holiday period). The tax effect is calculated on accumulated timing differences at the year end based on tax rates and laws enacted or substantially enacted as of the balance sheet date. In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such deferred tax assets. In other situations, deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available to realise such deferred tax assets. The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.
- iv. The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

1.16 Provisions, Contingent Liabilities and Contingent Assets :

- i. Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if the Company, has a present obligation as a result of a past event, a probable outflow of resources is expected to settle the obligation and the amount of the obligation can be reliably estimated.
- ii. Reimbursement expected in respect of the expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.
- iii. Contingent liability is stated in the case of a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation, a possible obligation, unless the probability of outflow of resources is remote.
- iv. Contingent assets are neither recognised, nor disclosed.
- v. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

NOTES FORMING PART OF FINANCIAL STATEMENTS

2. SHARE CAPITAL

	As at March 31, 2016		As at March 31, 2015	
	Numbers	₹ in lacs	Numbers	₹ in lacs
Authorised				
Equity Shares, of ₹ 10 par value	130,000,000	13,000.00	130,000,000	13,000.00
Preference Shares, of ₹ 100 par value	6,000,000	6,000.00	6,000,000	6,000.00
Unclassified Shares, of ₹ 10 par value	5,000,000	500.00	5,000,000	500.00
		<u>19,500.00</u>		<u>19,500.00</u>
Issued				
Equity Shares, of ₹ 10 par value	69,206,334	6,920.63	59,095,018	5,909.50
13% Optionally Convertible Cumulative Preference Shares, of ₹ 100 par value	687,595	687.60	687,595	687.60
		<u>7,608.23</u>		<u>6,597.10</u>
Subscribed				
Equity Shares, of ₹ 10 par value				
Subscribed and Fully Paid Up	51,191,065	5,119.11	51,191,065	5,119.11
Subscribed but Not Fully Paid Up (₹ 5 per share paid up)	18,000,000	900.00	Nil	Nil
	<u>69,191,065</u>	<u>6,019.11</u>	<u>51,191,065</u>	<u>5,119.11</u>
13% Optionally Convertible Cumulative Preference Shares, of ₹ 100 par value	<u>Nil</u>	<u>Nil</u>	<u>687,595</u>	<u>687.60</u>
		<u>6,019.11</u>		<u>5,806.71</u>
Equity Shares - forfeited (₹ 2 per share paid up)	15,269	0.31	15,269	0.31
		<u>6,019.42</u>		<u>5,807.02</u>

2.1 Reconciliation of the number of shares outstanding and amount of share capital

	As at March 31, 2016		As at March 31, 2015	
	Numbers	₹ in lacs	Numbers	₹ in lacs
a. Equity Shares, of ₹ 10 par value				
At the beginning	51,191,065	5,119.11	51,191,065	5,119.11
Changes during the year - Allotted	18,000,000	900.00	Nil	Nil
At the end	<u>69,191,065</u>	<u>6,019.11</u>	<u>51,191,065</u>	<u>5,119.11</u>
b. Preference Shares, of ₹ 100 par value				
At the beginning	687,595	687.60	687,595	687.60
Changes during the year - Redeemed	(687,595)	(687.60)	Nil	Nil
At the end	<u>Nil</u>	<u>Nil</u>	<u>687,595</u>	<u>687.60</u>

2.2 Rights, Preferences and Restrictions

- a. Equity Shares
 - i. The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 10. Each holder of equity shares is entitled to one vote per share.
 - ii. Dividends, if any, is declared and paid in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Board of Directors has recommended equity dividend of ₹ 1 per share of face value of ₹ 10 each, including proportionately on partly paid-up shares. The recommendation is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended March 31, 2016 would be ₹ 658.26 lacs including corporate dividend tax of ₹ 111.34 lacs. No dividend was declared on the equity shares for the year ended March 31, 2015.
 - iii. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES FORMING PART OF FINANCIAL STATEMENTS

b. Preference Shares:

- i. As on March 31, 2015, the Company had only one class of preference shares as 13% Optionally Convertible Cumulative Preference Shares (OCCPS) having a par value of ₹ 100. Those preference shares did not carry any voting right. However, as per the provisions of the Companies Act, 2013, if the dividend on such preference shares has not been paid for a period of two years or more, the holders of such preference shares have a right to vote on all resolutions placed before the Company.
- ii. OCCPS carried a fixed cumulative dividend of 13% p.a. from the date of issue. The holders of OCCPS carry a right to dividend ahead of equity share holders.
- iii. In the event of liquidation, the holders of OCCPS carried preference over equity shareholders in respect of repayment of capital.
- iv. During the year, the Company has paid the interim dividend on preference shares including arrears thereof. The total dividend appropriation uptill the year ended March 31, 2016 amounted to ₹ 1020.44 lacs including corporate dividend tax of ₹ 207.74 lacs.
- v. OCCPS which were redeemable at par on March 31, 2003, were redeemed on March 10, 2016. Of the total Preference Share Capital of ₹ 687.60 lacs, the holders of 1,74,557 OCCPS of ₹ 100 par value, aggregating to ₹ 174.56 lacs, had surrendered their right in the redemption, including the preference dividend thereon for the benefit of the Company, and on redemption, based on a legal advice received the aforesaid amount has been transferred to Capital Reserve.

2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2016		As at March 31, 2015	
	Numbers	%	Numbers	%
a. Equity Shares				
Villa Trading Company Private Limited	14,157,817	20.46%	11,745,167	22.94%
Parsec Enterprises Private Limited	13,538,370	19.57%	*	*
TransAsia Investments And Trading Limited	8,000,000	11.56%	8,000,000	15.63%
Jagmi Investments Limited	5,175,000	7.48%	5,175,000	10.11%
Sampson Limited	4,000,000	5.78%	4,000,000	7.81%
Mauritius Debt Management Limited	Nil	0.00%	5,677,884	11.09%
Clarence Investments Limited	*	*	3,686,599	7.20%
b. Preference Shares				
India Debt Management Private Limited	Nil	0.00%	512,398	74.52%
A.M.Fadia - Trustee of SCL Preference Shares Trust [Refer Note 2 (b) (iv) above]	Nil	0.00%	174,557	25.39%
* Not disclosed as below 5%				

3. RESERVES AND SURPLUS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
Capital Reserve - As at the beginning	2,607.96	2,607.96
Add: Surrender of OCCPS in favour of Company	174.56	Nil
As at the end of the year	2,782.52	2,607.96
Capital Redemption Reserve - As at the beginning	50.00	50.00
Add: Transferred from General Reserve on redemption of OCCPS	687.60	Nil
As at the end of the year	737.60	50.00
Securities Premium Account - As at the beginning	10,566.71	10,566.71
Debenture Redemption Reserve - As at the beginning	2,060.00	2,060.00
Less: Transferred to General Reserve as debentures are fully redeemed	2,060.00	Nil
As at the end of the year	Nil	2,060.00
Revaluation Reserve - As at the beginning	238.45	256.97
Less: Transferred to General Reserve *	17.39	18.52
As at the end of the year	221.06	238.45

NOTES FORMING PART OF FINANCIAL STATEMENTS

3. RESERVES AND SURPLUS (CONTD.)

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
General Reserve - As at the beginning	4,396.50	4,377.98
Add: Transferred from Debenture Redemption Reserve	2,060.00	Nil
Add: Transferred from Revaluation Reserve *	17.39	18.52
Less: Transferred to Capital Redemption Reserve on OCCPS Redemption	687.60	Nil
As at the end of the year	5,786.29	4,396.50
Surplus / (Deficit)		
Balance in the Statement of Profit and Loss		
Balance as at the beginning	(1,910.24)	(8,670.28)
Add: Transferred from the Statement of Profit and Loss	4,377.85	6,760.04
Less: Appropriations		
Interim Preference Dividend paid on OCCPS	1,020.44	Nil
Dividend Distribution Tax on Preference Dividend	207.74	Nil
Proposed Equity Dividend	546.92	Nil
Dividend Distribution Tax on Proposed Equity Dividend	111.34	Nil
Credit / (Debit) balance as at the end of the year	581.17	(1,910.24)
	20,675.35	18,009.38

* As suggested in the Application Guide on the Provisions of Schedule II to The Companies Act, 2013 issued by ICAI the amount of depreciation on the amount of revalued Fixed Assets is withdrawn and transferred to General Reserve.

4. LONG-TERM BORROWINGS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
Secured		
Term Loans		
From Banks	65.71	Nil
From Others	54.40	Nil
	120.11	Nil

4.1 A. The above reflect Non-current portion only of the related borrowings and for the current maturity thereof refer Note 9 on "Other Current Liabilities".

B. Security and Repayment Terms:

	As at March 31, 2016		As at March 31, 2015	
	Non-current ₹ in lacs	Current ₹ in lacs	Non-current ₹ in lacs	Current ₹ in lacs
I. Breakup of borrowings:				
a. Public Debentures, together with interest, remuneration to trustees and other amounts payable thereon.	Nil	Nil	Nil	60.78
b. Private Debentures, together with interest, remuneration to trustees and other amounts payable thereon.	Nil	Nil	Nil	13.50
c. Term Loans from Banks - Under CDR	Nil	Nil	Nil	200.40
d. Term Loans from Banks - Others - Vehicles	65.71	8.03	Nil	Nil
e. Term Loans from Others-Financial Institutions Under CDR (including Funded interest term loans on Debentures)	Nil	Nil	Nil	103.07
f. Term Loans from Others - Under CDR (including Funded interest term loans on Debentures)	Nil	Nil	Nil	404.66
g. Term Loans from Others - Vehicles	54.40	11.88	Nil	11.83
	120.11	19.91	Nil	794.24

NOTES FORMING PART OF FINANCIAL STATEMENTS

4.1 LONG - TERM BORROWINGS (contd.)

II. Security and Repayment Terms: (For Borrowings as at March 31, 2016)

- a. Borrowings at part I (d) and (g) are generally repayable in 36 equated monthly instalments carrying varied interest from 10% to 12% p.a. These loans are secured by hypothecation of vehicles financed there under.

III. Security and Repayment Terms: (For Borrowings as at March 31, 2015)

- a. Borrowings at part I (a) above is secured by way of pari-passu second mortgage in favour of the Trustees on the Company's immovable and movable properties, both, present and future, situated at Ranavav (Gujarat), save and except on the equipment / movable assets secured by specific charge of such other lenders financing them and shall rank subservient to existing charges created / to be created in favour of specific and first charge holders. The said debentures are also secured by personal guarantee of two Directors of the Company.
- b. Borrowings at part I (b), (c), (e) and (f) above are secured by way of pari-passu first mortgage in favour of the Trustees / lenders on the Company's immovable and movable properties, both, present and future, situated at Ranavav (Gujarat), save and except on stocks, spares and book debts for securing borrowings for working capital (on which they have a second charge) and on the equipment / movable assets secured by specific charge of such other lenders financing them and shall rank subservient to existing charges created / to be created in favour of specific charge holders. These borrowings are also secured by personal guarantee of two Directors of the Company.
- c. All the aforementioned borrowings except part I (d) and (g) are further secured by hypothecation of 'Hathi' brand on pari-passu first charge basis and pledge of promoter shares in favour of the Trustees.
- d. For Part I (a), (b), (c), (e) and (f), interest is payable by the Company on ballooning basis ranging from 2% p.a. to 12% p.a. resulting into an average rate of interest of 8.5% p.a. For the current year, such interest is payable and provided at 12% p.a. The first year interest @ 2% has been funded as Funded Interest Term Loan (FITL-II). The repayment of outstanding principal was to be made over a period of 10 years including the initial moratorium of first three years, i.e. payable from July 14, 2007 till April 14, 2015 on the 14th date after the end of each calendar quarter on ballooning basis ranging from 7.50% to 20% p.a. 50% of the unpaid simple interest on all the loans was converted into FITL-I. Both, FITL I and II, do not carry interest and are repayable 25% in the 9th and 75% in the 10th year, i.e. payable from July 14, 2013 till April 14, 2015.
- e. The amount outstanding as at March 31, 2012, in respect of Part I (f) is repayable in 12 quarterly instalments of 5% each, commencing from June 30, 2012 and 4 quarterly instalments of 10% each, commencing from June 30, 2015. However, these amounts have been paid before the year-end.
- f. For Part I (a), (b), (c), (e) and (f);
- The Company has an option to prepay all the loans without premium on pro-rata basis to all the lenders.
 - The restructured loans including FITL are subject to recompense clause as may be approved by CDR Cell.
 - In the event of default in compliance of restructuring package, after the approval of CDR, the lenders have a right to convert 100% of the defaulted amount of the restructured debt into Equity Shares of the Company, at any time during the currency of assistance, at a price to be determined as per SEBI Guidelines.
 - The lenders have the right to convert 20% of the loan outstanding (including FITL and WCTL) into Equity Shares of the Company, at a price to be determined as per SEBI Guidelines in one or more occasions after 7 years from the date of approval. As regards zero coupon FITL, remaining outstanding beyond 7 years, such conversion right of lenders would be applicable to the entire amount and the conversion shall be at a price as per SEBI guidelines.

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
5. OTHER LONG-TERM LIABILITIES		
Security Deposits from Customers / Transporters	881.77	773.97
	<u>881.77</u>	<u>773.97</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
6. LONG-TERM PROVISIONS		
For Employee Benefits - Gratuity and Compensated absences (Refer Note 34)	1,027.87	952.99
	<u>1,027.87</u>	<u>952.99</u>

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
7. SHORT-TERM BORROWINGS		
Secured		
Loans Repayable on Demand from Banks		
Cash Credits (including packing credits) *	454.64	2.10
Working Capital Demand Loans *	Nil	441.32
Overdraft against Pledge of Bank Fixed Deposits	1,337.38	Nil
	<u>1,792.02</u>	<u>443.42</u>

7.1 Security:

- * The Working capital facilities are secured by first charge by way of hypothecation of current assets, namely, stocks of raw materials, semi finished and finished goods, consumable stores and spares, bills receivables, book debts and all other movables, both, present and future. It is also secured by second mortgage and charge on the Company's immovable and movable properties both present and future. They are also secured by personal guarantee of two Directors of the Company. [Of the above, a cash credit facility from a bank aggregating to ₹ Nil (Previous Year ₹ 63 only), was further secured by shares of Gujarat Sidhee Cement Limited held by subsidiary companies.]

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
8. TRADE PAYABLES		
Amounts Payable to a Related Party [Refer Note 36.2(iv)(d)]	23.25	Nil
Others	2,715.55	4,565.24
	<u>2,738.80</u>	<u>4,565.24</u>

8.1 "Others" includes dues to small and medium enterprises, which require the following disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:

i. Principal amount remaining unpaid and interest thereon	1.07	1.72
ii. Interest paid in terms of Section 16	Nil	Nil
iii. Interest due and payable for the period of delay in payment	Nil	Nil
iv. Interest accrued and remaining unpaid	Nil	Nil
v. Interest due and payable even in succeeding years	1.07	1.07

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
9. OTHER CURRENT LIABILITIES		
Current Maturities of Long-term Debt *		
Debentures - 12% Non-convertible	Nil	74.28
Term Loans		
From Banks	8.03	200.40
From Others	11.88	519.56
	<u>19.91</u>	<u>794.24</u>
Interest Accrued but not Due on Borrowings *	Nil	1.67
Unclaimed Share Application Money	14.48	14.48
Amounts Payable on Redemption of Preference Shares	0.93	0.29
Statutory Dues	3,898.39	3,221.89
Advances from Customers	1,100.80	1,612.43
Other Payables		
Creditors for Capital Items	115.79	110.05
Liabilities for Expenses at the year-end	1,821.25	2,251.34
Remuneration Payable to Key Managerial Personnel (Refer Note 36.2.iii)	28.75	61.96
Others (Refer Note 29.1 below for March 31, 2015)	86.35	1,114.09
	<u>2,052.14</u>	<u>3,537.44</u>
	<u>7,086.65</u>	<u>9,182.44</u>
9.1 * Refer Note 4.1 (B) for security given.		

10. SHORT-TERM PROVISIONS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
For Employee Benefits - Gratuity and Compensated Absences (Refer Note 34)	246.70	216.42
Others		
Provision for Taxation	3,415.82	2,085.20
Less: Taxes paid	3,218.20	1,534.88
Less: MAT Entitlement Utilised	Nil	132.47
	<u>197.62</u>	<u>417.85</u>
Excise duty on Stocks and Wealth-tax	53.14	230.06
Proposed Equity Dividend	546.92	Nil
Tax on Proposed Equity Dividend	111.34	Nil
	<u>658.26</u>	<u>Nil</u>
	<u>909.02</u>	<u>230.06</u>
	<u>1,155.72</u>	<u>864.33</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTES FORMING PART OF FINANCIAL STATEMENTS										₹ in lacs
11.	FIXED ASSETS [Refer Note (i)]		Gross Block		Depreciation, Amortisation and Impairment			Net Block		
	As at April 1, 2015	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2016	Up to March 31, 2015	For the Year	Deductions/ Adjustments	Up to March 31, 2016	As at March 31, 2016	
Tangible Fixed Assets										
	Freehold land	239.08	Nil	Nil	239.08	Nil	Nil	Nil	239.08	239.08
		239.08	Nil	Nil	239.08	Nil	Nil	Nil	239.08	239.08
	Leasehold land	21.45	Nil	Nil	21.45	Nil	Nil	Nil	21.45	21.45
	[Refer Note (ii)]	21.45	Nil	Nil	21.45	Nil	Nil	Nil	21.45	21.45
	Buildings and Jetty	6,265.48	1,082.97	Nil	7,348.45	3,808.39	100.08	3,908.47	3,439.98	2,457.09
		6,111.61	249.94	96.08	6,265.48	3,603.53	213.77	8.91	3,808.39	2,508.08
	Plant and equipments	44,906.96	1,998.32	Nil	46,905.28	31,169.44	834.48	32,003.92	14,901.36	13,737.52
	[Refer Note(iii)]	44,795.32	111.64	Nil	44,906.96	30,310.11	859.33	31,169.44	13,737.52	14,485.21
	Furniture and	1,243.95	74.21	35.88	1,282.28	845.59	85.21	913.42	368.86	398.36
	Fixtures	1,183.87	73.84	13.76	1,243.95	699.45	151.97	5.84	845.58	484.42
	Vehicles	1,465.24	464.98	243.15	1,687.07	800.56	123.47	120.41	803.62	664.68
	[Refer Note (iv)]	1,423.97	131.89	90.63	1,465.24	704.46	129.75	33.65	800.56	664.68
	Office equipments	590.34	130.94	12.26	709.02	404.74	73.72	7.14	471.32	237.70
		552.58	59.99	22.24	590.34	291.73	128.66	15.65	404.74	185.60
	Railway siding, weighbridge, rolling stock and locomotives	281.56	Nil	Nil	281.56	271.00	0.86	Nil	271.86	9.70
		281.56	Nil	Nil	281.56	268.48	2.52	Nil	271.00	10.56
	Current Year	55,014.06	3,751.42	291.29	58,474.19	37,299.72	1,217.82	144.93	38,372.61	20,101.58
	Previous year	54,609.45	627.30	222.70	55,014.06	35,877.77	1,486.00	64.05	37,299.72	17,714.34
Intangible Fixed Assets										
	Other than internally generated									
	Computer softwares									
	Current Year	261.75	1.46	Nil	263.21	176.44	50.82	Nil	227.26	35.95
	Previous year	238.71	23.04	Nil	261.75	105.31	71.13	Nil	176.44	85.31
Capital work-in-progress										
Tangible Capital WIP										
	[Refer Note (vi)]									
	Current Year	9,679.45	1,451.31	2,753.94	8,376.82	4,419.10	Nil	Nil	4,419.10	3,957.72
	Previous year	8,399.59	1,563.33	283.47	9,679.45	2,490.08	1,929.02	Nil	4,419.10	5,260.35
	Grand Total									
	Current Year	64,955.26	5,204.19	3,045.23	67,114.22	41,895.26	1,268.64	144.93	43,018.97	24,095.25
	Previous year	63,247.76	2,213.67	506.16	64,955.26	38,473.17	3,486.15	64.05	41,895.26	23,060.00

NOTES FORMING PART OF FINANCIAL STATEMENTS

11.1

- i. Gross Block includes ₹ 4061.10 lacs (Previous year ₹ 4061.10 lacs) added on revaluation of the Company's free-hold and leasehold land, buildings, plant and machinery situated at Ranavav in order to reflect a realistic position of the net replacement cost of such assets, on the basis of valuation made by an external valuer, which had resulted in a net increase of ₹ 5722.61 lacs, as at June 30, 1993.
- ii. Besides the land specified above, the Company holds other leasehold land for which the Company pays only ground rent.
- iii. Plant and equipments include cost of service line of ₹ 33.20 lacs (Previous Year ₹ 33.20 lacs), ownership of which is vested with Paschim Gujarat Vij Company Limited.
- iv. Effective April 1, 2014, the Company has provided depreciation on its tangible fixed assets as per the useful lives and residual values specified in Part C of Schedule II to the Companies Act, 2013 or based on the period of use available to the Company (primarily consisting of Jetty). Accordingly, in respect of the tangible fixed assets as on April 1, 2014, the carrying amount, net of residual value, has been depreciated over the remaining useful life as on that date. As a result, the charge for depreciation for the year ended March 31, 2015 is lower by ₹ 197.90 lacs. Further, in view of the Notification No. GSR 627(E) of August 29, 2014 amending Schedule II, on the basis of option available, the Company has then decided to charge the carrying amount of assets, after retaining residual value, in cases where the remaining useful life has been completed as on April 1, 2014 by way of depreciation to the Statement of Profit and Loss and accordingly, the sum of ₹ 144.12 lacs is included in depreciation for the year ended March 31, 2015.
- v. Based on the policy of Component Accounting adopted by the Company with effect from April 1, 2015, there is no additional or otherwise impact on depreciation for the year.
- vi. **Impairment of Assets :**
 - a) The Company had incurred an aggregate sum of ₹ 8107.17 lacs (Previous Year ₹ 8107.17 lacs) towards Expansion Project Assets, and reflected the same under Capital Work-in-progress (CWIP). The expenditure includes cost of an imported plant purchased (including related stores and spares), civil work carried out and pre-operative expenses (including interest capitalised) as shown in (b) below. However, later on in the year 2005, due to several adversities, the project was suspended.

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
b) Capital work-in-progress includes pre-operative expenses, as under:		
a. Technical Consultancy	320.40	320.40
b. Employee Cost	144.56	144.56
c. Interest and Finance Cost	3,104.18	3,104.18
d. Traveling and Conveyance	227.48	227.48
e. Exchange Rate Fluctuation	42.43	42.43
f. Transportation Charges	19.96	19.96
g. Miscellaneous	59.97	59.97
	3,918.98	3,918.98
c) The Company decided to dispose of the Expansion Project Assets, through the Asset Sale Committee (ASC) constituted under the aegis of BIFR, subject to necessary approvals of the Company's Lenders / BIFR. As advised by the ASC, a valuation report for these assets was obtained from the empanelled valuer of IFCI (Monitoring Agency) and the reserve price was fixed at Fair Market Value (FMV). As per the valuation report obtained from a project consultant, the FMV of the expansion project machinery is not materially varying from that of earlier year and accordingly no further adjustment to impairment is considered for the year ended March 31, 2016. As at the year ended March 31, 2015, the aggregate impairment of ₹ 4419.10 lacs, including ₹ 1929.02 lacs for that year was recognised as required under Accounting Standard 28 on "Impairment of Assets".		

NOTES FORMING PART OF FINANCIAL STATEMENTS

As at
March 31, 2016
₹ in lacs

As at
March 31, 2015
₹ in lacs

12. NON-CURRENT INVESTMENTS

Long-term Investments

Valued at cost less provision for other than temporary diminution

Trade Investments

In Equity Instruments of Subsidiaries

Unquoted

(Fully paid equity shares of ₹ 10 each)

Quantity Investee company

1,00,00,000	Pranay Holdings Limited	1,000.00	1,000.00
1,00,00,000	Prachit Holdings Limited	1,000.00	1,000.00
1,00,00,000	Ria Holdings Limited	1,000.00	1,000.00
40,00,000	Reeti Investments Limited	400.00	400.00
4,04,100	Agrima Consultants International Limited	135.68	135.68
1,49,272	Concorde Cement (Pvt.) Limited (Srilankan Rupee)	9.19	9.19
		3,544.87	3,544.87

Less: Provision for diminution in value

1,712.50

1,832.37

Other than Trade

In Equity Instruments of Others

Quoted

(Fully paid equity shares of ₹ 10 each)

Quantity Investee company

70,500	MTZ Industries Limited	35.25	35.25
30,00,000	MTZ Polyfilms Limited	600.00	600.00
200	Dena Bank Limited	0.06	0.06
		635.31	635.31
		588.75	588.75
		46.56	46.56

Unquoted

Quantity	Investee company	Face Value ₹ per share
2,001	Rajkot Nagrik Sahakari Bank Limited	50.00
2,500	Saraswat Co-op Bank Limited	10.00
		1.25

47.81

1,880.18

As at
March 31, 2016
₹ in lacs

As at
March 31, 2015
₹ in lacs

	Cost	Market Value	Cost	Market Value
Aggregate amount of quoted investments	635.31	39.54	635.31	39.61
Aggregate amount of unquoted investments	3,546.12	Nil	3,546.12	Nil
	4,181.43		4,181.43	
Aggregate provision on non current investments	2,301.25		2,301.25	

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
13. DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
i. Accrued expenses deductible on cash basis	1,556.57	1,409.76
ii. Accrued expenses deductible on payment of TDS thereon	137.86	721.16
iii. Provision for Impairment	1,529.36	1,502.05
Closing balance	3,223.79	3,632.97
Deferred Tax Liabilities		
i. Difference between WDV as per the Income-tax Act, 1961 and the Companies Act, 2013	2,926.80	2,711.17
	296.99	921.80
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
14. LONG-TERM LOANS AND ADVANCES		
Unsecured - considered good		
Capital Advances	385.55	318.26
Security Deposits	320.13	356.18
Loans and Advances to Related Parties - to Subsidiaries		
Interest-free Deposit to Reeti Investments Limited *	34.40	34.40
Other Receivables [Refer Note 36.2(i)(a)]	195.17	194.99
	229.57	229.39
Other Loans and Advances		
Staff Advance	Nil	15.63
Predeposit Balances with Statutory / Government Authorities against Appeals	113.73	51.51
Taxes Paid (Net of Provision of ₹ 1485.24 lacs, Previous year ₹ 2085.20 lacs)	115.93	40.58
	229.66	107.72
	1,164.91	1,011.55
* For business purposes.		
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
15. OTHER NON-CURRENT ASSETS		
Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Doubtful	157.27	167.27
Less: Provision for Bad and Doubtful Debts	157.27	167.27
	Nil	Nil
Deposits with Banks		
Maturity beyond 12 months from the Balance Sheet Date		
Held as Margin Money	12.16	80.96
	12.16	80.96

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
16. INVENTORIES		
Raw Materials	762.66	1,077.07
Packing Materials	121.96	139.51
Work-in-progress	561.82	1,096.30
Finished Goods	735.85	1,012.22
Fuels	716.77	2,173.15
Stores and Spare Parts	1,900.82	2,237.89
Stores and Spare Parts in-transit	29.01	16.46
	<u>1,929.83</u>	<u>2,254.35</u>
	<u>4,828.89</u>	<u>7,752.60</u>
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
17. TRADE RECEIVABLES		
Unsecured, Considered Good		
Outstanding for a period exceeding six months from the date they are due for payment	251.82	292.67
Others		
Amounts Receivable from a related party [Refer Note 36.2(iv)(d)]	Nil	8.64
Others	1,153.36	1,635.13
	<u>1,153.36</u>	<u>1,643.77</u>
	<u>1,405.18</u>	<u>1,936.44</u>
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
18. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Balances with Banks		
On Current Accounts	311.89	856.73
Fixed Deposits (Original maturity upto 3 months)	Nil	1,099.00
Cash on Hand	4.24	4.21
	<u>316.13</u>	<u>1,959.94</u>
Other Bank Balances		
Earmarked Balances	1.07	0.43
Deposits with Banks (Maturity below 12 months from the date of Balance Sheet)		
Held as Margin Money	55.06	17.81
Held as Security against Overdraft facilities	2,770.00	Nil
Others - Original maturity more than 12 months	3,247.10	127.31
	<u>6,389.36</u>	<u>2,105.49</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
19. SHORT-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Other Loans and Advances		
Balances with Statutory / Government Authorities	573.33	481.31
MAT Credit Entitlement	Nil	538.07
Prepaid Expenses	112.21	138.43
Advances Recoverable in cash or in kind or for value to be received	50.27	76.76
Advances Against Purchase of Stores	292.47	444.48
	<u>1,028.28</u>	<u>1,679.05</u>
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
20. OTHER CURRENT ASSETS		
Unsecured, Considered Good		
Export Benefits Receivable	14.97	32.62
Interest and Other Receivable	381.54	138.10
	<u>396.51</u>	<u>170.72</u>
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
21. REVENUE FROM OPERATIONS		
Sale of Products		
Manufactured Goods	57,725.54	61,185.63
Traded Goods	986.05	1,304.94
	<u>58,711.59</u>	<u>62,490.57</u>
Other Operating Revenues		
Sale of Power	195.87	144.24
Sale of Scrap	159.27	218.89
Export Entitlements	157.85	94.58
	<u>512.99</u>	<u>457.71</u>
	59,224.58	62,948.28
Less: Excise Duty	6,254.50	6,677.62
	<u>52,970.08</u>	<u>56,270.66</u>
Details of Products Sold		
Sale of Manufactured Goods		
Cement	57,191.56	61,070.48
Clinker	533.98	115.15
	<u>57,725.54</u>	<u>61,185.63</u>
Sale of Traded Goods		
Cement	986.05	1,304.94
	<u>986.05</u>	<u>1,304.94</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
22. OTHER INCOME		
Interest Income on		
Fixed Deposits with Banks	300.70	256.99
Fixed deposits with a State Financial Corporation	12.93	19.61
Others	6.88	5.97
	<u>320.51</u>	<u>282.57</u>
Dividends Income from Long-term Investments - others	0.04	0.43
Miscellaneous Income (including overheads shared)	126.73	177.83
Net Gain on Foreign Currency Transactions and Translation	0.61	Nil
Insurance Claims	11.47	8.10
Bad Debts Recovered	0.74	8.88
Provision for Doubtful Debts no longer required	10.01	34.53
Excess Provision Written Back	805.80	106.97
(includes a sum of ₹ 448.75 lacs written back of arrears of rent and interest provided in earlier years based on an order of Hon'ble BIFR)		
Sundry Credit Balances Written Back	4.66	101.48
	<u>1,280.57</u>	<u>720.79</u>
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
23. COST OF MATERIALS CONSUMED		
Raw Materials		
Opening Stock of Raw Materials	1,077.07	1,023.81
Add: Purchases	2,534.47	3,099.86
	<u>3,611.54</u>	<u>4,123.67</u>
Less: Closing Stock of Raw Materials	762.66	1,077.07
	<u>2,848.88</u>	<u>3,046.60</u>
Packing Materials		
Opening Stock of Packing Materials	139.51	149.63
Add: Purchases	1,458.78	1,757.70
	<u>1,598.29</u>	<u>1,907.33</u>
Less: Closing Stock of Packing Materials	121.96	139.51
	<u>1,476.33</u>	<u>1,767.82</u>
	<u>4,325.21</u>	<u>4,814.42</u>
Details of Raw Materials Consumed		
Gypsum	719.54	833.71
Fly Ash	1,071.55	722.42
Iron Ore	214.91	237.05
Clinker Purchased	675.17	1,131.14
Others	167.71	122.28
	<u>2,848.88</u>	<u>3,046.60</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
24. PURCHASES OF STOCK-IN-TRADE			
Purchases of Traded Goods			
Cement		805.80	1,436.22
		<u>805.80</u>	<u>1,436.22</u>
		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Stocks at the end			
Finished Goods - Cement	735.85		1,012.22
Work-in-progress - Raw Flour and Clinker	<u>561.82</u>		<u>1,096.30</u>
		1,297.67	2,108.52
Less: Stocks at the Beginning			
Finished Goods - Cement	1,012.22		866.99
Work-in-progress - Raw Flour and Clinker	<u>1,096.30</u>		<u>466.07</u>
		2,108.52	1,333.06
		810.85	(775.46)
		(169.92)	74.63
		<u>640.93</u>	<u>(700.83)</u>
		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
26. EMPLOYEE BENEFITS EXPENSE			
(Refer Note 28.1)			
Salaries, Wages and Bonus		3,380.72	2,998.44
Contribution to Provident and Other Funds		199.20	167.59
Gratuity Expense		184.60	212.68
Staff Welfare Expenses		<u>145.89</u>	<u>132.05</u>
		3,910.41	3,510.76
		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
27. FINANCE COSTS			
Interest expense			
On Borrowings	65.16		670.63
On Custom Duty, Service Tax and Income Tax	228.64		397.73
On Others	<u>185.94</u>		<u>266.52</u>
		479.74	1,334.88
Other Borrowing Costs		0.93	2.67
		<u>480.67</u>	<u>1,337.55</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
28. OTHER EXPENSES		
Stores and Spare Parts Consumed	4,540.82	3,994.14
Power and Fuel	11,992.89	15,469.48
Rent	248.70	228.88
Repairs and Maintenance:		
Buildings, etc.	498.35	349.55
Machinery	2,391.81	1,858.58
Others	530.81	535.20
	3,420.97	2,743.33
Insurance	137.08	128.78
Rates and Taxes	54.66	82.34
Raw Material Handling Charges [Refer Note 28.1(a)]	511.27	431.84
Limestone / Marl Raising Charges [Refer Note 28.1(a)]	835.50	1,288.97
Royalty and Cess [Refer Note 28.1(a)]	1,826.95	1,196.32
Advertisement and Business Promotion Expenses	2,002.34	1,837.32
Freight and Handling Expenses	8,681.37	8,419.79
Commission	805.95	781.26
Directors' Fees	41.80	29.40
Charity and Donation	28.65	21.05
Traveling and Conveyance	259.50	228.47
Legal and Professional Charges	357.59	397.12
Net Loss on Foreign Currency Transactions and Translation	Nil	54.74
Auditor's Remuneration		
Audit Fees	9.00	9.30
Tax Audit Fees	2.65	Nil
For Other Services - Certification Work	4.03	3.65
	15.68	12.95
Provision for Doubtful Debts	Nil	0.01
Bad Debts Written Off	Nil	24.57
Loss on Sale of Assets (Net)	62.24	28.96
Inter Corporate Deposits (ICD) Written Off	Nil	554.76
Provision for Doubtful ICD no longer required	Nil	(554.76)
	Nil	Nil
Corporate Social Responsibility (CSR) Expenditure [Refer Note 31]	22.48	Nil
Miscellaneous Expenses	1,158.78	932.90
Cost of Cement Self Consumed [Refer Note 28.1(b)]	(20.58)	(59.32)
	36,984.64	38,273.30

NOTES FORMING PART OF FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
28.1		
a. Employee Benefit Expenses (Note 26) and Other Expenses (Note 28) as incurred on cost of raising and transporting limestone / marl are as under:		
Salaries, Wages and Bonus	149.17	60.00
Stores and Spare Parts Consumed	403.06	386.53
Repairs and Maintenance to Machinery	61.78	67.04
Raw Material Handling Charges	511.27	431.84
Limestone / Marl Raising Charges	835.50	1,288.97
Royalty and Cess	<u>1,826.95</u>	<u>1,196.32</u>
	<u>3,787.73</u>	<u>3,430.70</u>
b. Cost of cement self consumed also includes other material costs and depreciation.		
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
29. EXCEPTIONAL ITEMS		
Amount forfeited against Sale of Flats (Refer Note 29.1 below)	1,037.00	Nil
Profit on Sale of Residential Flats	<u>Nil</u>	<u>3,089.56</u>
	<u>1,037.00</u>	<u>3,089.56</u>
29.1 An amount of ₹ 1037.00 lacs received during the process of sale of flats was forfeited due to non-compliance of the terms & conditions of Tender by the bidder.		
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
30. CONTINGENT LIABILITIES AND COMMITMENTS		
i. Contingent liabilities: (to the extent not provided for)		
a. Claims against the Company not acknowledged as debt - matters under disputes / appeals;		
i. Sales Tax liabilities	101.42	435.67
ii. Excise Duty	718.77	297.40
iii. Service Tax	2.39	46.49
iv. Royalty	15.12	15.12
v. Customs Duty	20.00	23.25
vi. Claims filed by workmen or their union against the Company	64.75	210.75
vii. On account of Power Supply	440.99	440.99
viii. Refer Note 29.1, wherein the aggrieved buyer has disputed the sale of a flat to another person. The said matter is under dispute and the outcome / impact of which on the Company is presently unascertainable.		
ix. Other demands and claims	20.55	20.55
The amounts stated are including interest and penalty, to the extent demanded.		
b. Guarantees;		
The Company has guaranteed a minimum cargo handling of 500,000 M.T from April to March each year at its jetty at Porbander, under the license agreement entered with Gujarat Maritime Board for a period of 15 years from the day Jetty became operational. The Company is in the process of renewing the said license agreement, which has expired during the year. The failure of such commitment shall make the Company liable to pay the wharfage charges for the remaining cargo at the prevailing wharfage rates.		
c. Other money for which the company is contingently liable;		
i. The impact / outcome of recompense clause as detailed in Note 4.1 (B) (III) (f) (ii), in respect of the restructured loans on the Company is presently unascertainable.		
ii. Maximum possible obligation on reward points on sale ₹ 89.72 lacs. (Previous Year ₹ Nil)		
ii. Commitments:		
a. Estimated amount of contracts remaining to be executed on capital account (net of advances of ₹ 387.57 lacs, previous year ₹ 320.08 lacs).	1,249.51	848.98

NOTES FORMING PART OF FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs		For the Year ended March 31, 2015 ₹ in lacs	
31. CORPORATE SOCIAL RESPONSIBILITY (CSR)				
Gross amount required to be spent by the Company during the year	38.98		Nil	
Amount spent and paid on CSR activities included in the Statement of Profit and Loss for the year :				
Nature of Expenses specified in the Schedule VII of the Companies Act, 2013				
Promoting Preventive Health Care and Sanitation	7.67		Nil	
Education Promotion	14.81		Nil	
	22.48		Nil	
32. Considering the implementation of the scheme formulated and sanctioned for a sick company and that the net worth of the Company is positive, the Company no longer being a Sick Industrial Company, the accounts of the Company are prepared on a going concern basis.				
	For the Year ended March 31, 2016 ₹ in lacs		For the Year ended March 31, 2015 ₹ in lacs	
33. ADDITIONAL INFORMATION TO THE STATEMENT OF PROFIT AND LOSS				
i. Value of imports calculated on CIF basis				
a. Raw materials	851.94		522.26	
b. Fuel	1,558.31		1,194.51	
c. Components and Spare Parts	210.57		369.09	
d. Capital Goods	211.06		Nil	
ii. Expenditure in Foreign Currency				
a. Traveling Expenses	13.90		12.45	
b. Commission on Exports	6.67		Nil	
c. Sea Freight and Demurrage	2.13		Nil	
d. Professional Fees	21.89		6.09	
e. License / Registration of Trade Mark Fees	0.56		0.52	
f. Others	3.14		3.99	
	For the Year ended March 31, 2016		For the Year ended March 31, 2015	
	₹ in lacs	%	₹ in lacs	%
iii. Value of Imported / Indigenous Consumption				
Raw materials				
a. Imported	647.70	9.76%	325.86	5.03%
b. Indigenous	5,988.91	90.24%	6,151.44	94.97%
	6,636.61	100.00%	6,477.30	100.00%
Spare Parts and Components				
a. Imported	332.69	7.32%	277.83	6.96%
b. Indigenous *	4,211.19	92.68%	3,716.31	93.04%
* Includes amounts directly debited to various account heads	4,543.88	100.00%	3,994.14	100.00%
iv. Earnings in Foreign Currency				
a. Exports on FOB basis	8,787.11		7,782.20	
b. Despatch money on Export of Goods	15.25		41.09	

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
	Compensated Absences		Gratuity	
34. EMPLOYEE BENEFITS				
i. Changes in Present Value of Obligations:				
Present Value of Obligation at the beginning	317.18	294.85	856.38	729.25
Current Service Cost	22.38	20.37	35.29	30.67
Interest Cost	25.22	27.27	68.08	67.46
Actuarial (Gain) / Loss on obligations	16.27	24.33	83.00	107.78
Benefits paid	(42.15)	(49.64)	(84.29)	(78.78)
Present value of Obligation as at the end	338.90	317.18	958.46	856.38
ii. Changes in Fair Value of Plan Assets :				
Fair value of Plan Assets at the beginning	Not Applicable		4.16	6.44
Expected return on Plan Assets	Not Applicable		0.33	0.56
Contributions	Not Applicable		102.75	76.50
Benefits paid	Not Applicable		(84.28)	(78.78)
Actuarial Gain / (Loss) on Plan Assets	Not Applicable		(0.16)	(0.56)
Fair value of Plan Assets as at the end	Not Applicable		22.80	4.16
iii. The amount recognised in Balance Sheet				
Gross value of present Obligation at the end	338.90	317.18	958.46	856.38
Fair Value of Plan Assets at the end	Nil	Nil	22.80	4.16
Net (Liability) recognised in Balance sheet	338.90	317.18	935.66	852.22
iv. Amount recognised in the Statement of Profit and Loss				
Current Service Cost	22.38	20.37	35.29	30.67
Interest Cost	25.22	27.27	68.08	67.46
Expected return on Plan Assets	Nil	Nil	(0.33)	(0.56)
Net actuarial (Gain) / Loss recognised in the year	16.27	24.33	83.33	107.78
Expenses Recognised in the statement of Profit and Loss	63.87	71.97	186.37	205.35
v. Category of Assets				
Insurer Managed Funds	Not Applicable		22.80	4.16
vi. Assumptions				
Mortality Table - Indian Assured Life Mortality 2006-08				
Discount Rate	7.81%	7.95%	7.81%	7.95%
Rate of increase in compensation levels	5.00%	5.00%	5.00%	5.00%
Expected Return on Plan Assets	Not Applicable		7.81%	8.70%
Attrition Rate	2.00%	2.00%	2.00%	2.00%
vii. The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors, including supply and demand in the employment market.				
viii. The Company expects to contribute a sum of ₹ 120.13 lacs (Previous year ₹ 110.75 lacs) towards gratuity during the year ended March 31, 2017.				
ix. The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held and historical return on the plan assets. The same are disclosed hereunder to the extent available.				
Particulars - Gratuity				
Experience Adjustments				
On plan liability (gain) / loss	76.63	53.55	24.95	38.19
On plan assets gain / (loss)	(0.16)	(0.56)	0.03	(0.11)
Present value of benefit obligation	958.46	856.38	729.25	713.99
Fair value of plan assets	22.80	4.16	6.44	3.88
Excess of obligation over plan assets	935.66	852.22	722.81	710.11

NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
35. SEGMENT REPORTING		
The Company has only one business segment 'cement / clinker' as primary segment. The secondary segment is geographical segment which is given below :		
Domestic revenues (net of excise duty)	43,669.98	48,030.75
Exports - International markets	8,787.11	7,782.20
Total	<u>52,457.09</u>	<u>55,812.95</u>
All the assets of the Company are in India only.		

36. RELATED PARTY DISCLOSURES

36.1 List of related parties:

i. Enterprises under control, or are controlled by, or under common control, with the reporting enterprise:

- | | |
|---------------------------------------|--|
| a. Jagmi Investment Limited | m. TransAsia Investment & Trading Limited |
| b. Fawn Trading Co. Pvt. Limited | n. Sampson Limited |
| c. Fern Trading Co. Pvt. Limited | o. Villa Trading Co. Pvt. Ltd. |
| d. Willow Trading Co. Pvt. Limited | p. Aber Investments Limited |
| e. Tejashree Trading Co. Pvt. Limited | q. Galaxy Technologies Private Limited |
| f. Pallor Trading Co. Pvt. Limited | r. Mehta Sports Private Limited |
| g. The Mehta International Limited | s. The Sea Island Investments Limited |
| h. Mehta Private Limited | t. Parsec Enterprises Private Limited |
| i. Sameta Exports Pvt. Limited | u. Gujarat Sidhee Cement Limited |
| j. Sunnidhi Trading Private Limited | v. Bhadra Textiles & Trading Private Limited |
| k. Sumaraj Holdings Private Limited | w. Mehta Investments Pte Limited |
| l. Clarence Investments Limited | x. Mehta Asiatic Pte Limited |

ii. Subsidiary Companies :

- | | |
|---|-------------------------------|
| a. Agrima Consultants International Limited | d. Ria Holdings Limited |
| b. Pranay Holdings Limited | e. Reeti Investments Limited |
| c. Prachit Holdings Limited | f. Concorde Cement P. Limited |

iii. Key Management Personnel :

- a. Mr. Jay M Mehta – Executive Vice Chairman
- b. Mr. M S Gilotra – Managing Director

iv. Relatives of Key Management Personnel with whom Transactions have taken place:

- a. Mr. Mahendra N Mehta – Father of Mr. Jay M Mehta
- b. Mrs. Narinder Kaur – Wife of Mr. M S Gilotra
- c. Mr. Amandeep Singh Gilotra – Son of Mr. M S Gilotra

v. Enterprise having Key Management Personnel in common:

- a. Gujarat Sidhee Cement Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
36.2 Transactions with related parties:		
i. Transactions and Balances with subsidiary companies:		
a. Amount Receivable from subsidiaries		
i. Agrima Consultants International Limited	186.11	186.14
ii. Prachit Holdings Limited	2.40	2.20
iii. Pranay Holdings Limited	Nil	0.01
iv. Ria Holdings Limited	Nil	0.01
v. Reeti Investments Limited	6.65	6.46
b. Deposits with Reeti Investments Limited	34.40	34.40
c. Expenses reimbursements to 36.2 (i) (a) (i) above	14.91	13.48
ii. Payments to Key Managerial Personnel:		
a. Remuneration to Mr. Jay M Mehta	228.01	264.47
b. Remuneration to Mr. M S Gilotra	163.23	143.52
iii. Payments to relatives of Key Managerial Personnel:		
a. Directors sitting fees to Mr. Mahendra N Mehta	1.50	1.20
b. Deposits with Mrs. Narinder Kaur and Mr. Amandeep Singh Gilotra	130.00	130.00
c. Rent to Mrs. Narinder Kaur	9.00	9.00
d. Amount payable at the year-end to Mr. M S Gilotra	18.46	14.01
e. Amount payable at the year-end to Mr. Jay M Mehta	10.29	47.95
iv. Transactions with Gujarat Sidhee Cement Limited:		
a. Purchase of goods and materials	1,432.16	2,857.25
b. Sale of goods and materials	194.91	132.42
c. Expenses / (Recovery) for services (net)	(118.77)	(107.24)
d. Amount payable / (receivable) at the year-end	23.25	(8.64)
v. Transactions with Sameta Exports Pvt. Limited and Pallor Trading Co. Pvt. Ltd.		
a. Payment on redemption of OCCPS	512.58	NIL
b. Interim preference dividend paid on OCCPS	1019.53	NIL
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
37. EARNINGS PER SHARE		
Weighted average number of equity shares of ₹ 10 each		
Issue of Partly paid up equity shares of ₹ 10 each, on November 10, 2015	18,000,000	Nil
Amount paid up per Share ₹ 5 hence considered proportionate	9,000,000	Nil
Number of Days in the current year for the partly paid up shares	142	Nil
Weighted average number partly paid up equity shares of ₹ 10 each	3,501,370	Nil
Balance at beginning of year	51,191,065	51,191,065
Weighted average number of equity shares of ₹ 10 each	54,692,435	51,191,065
Net Profit for the year	4,377.85	6,760.04
Less: Dividend and Dividend distribution Tax payable to OCCPS holders [Refer Note 2.2(b)]	270.96	89.39
Net Profit available to equity shareholders	4,106.89	6,670.65
Basic and diluted earnings per share (in Rupees)	7.51	13.03

38. Previous Year's figures have been regrouped / reclassified to conform to the current year's presentation.

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**

Chartered Accountants

Firm Registration No. 100991W

PARESH H. CLERK

Partner

Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta

Chairman

Jay M. Mehta

Executive Vice Chairman

M.N. Rao

Director

M. S. Gilotra

Managing Director

Rakesh H. Mehta

Chief Financial Officer

Sonali Sanas

Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SAURASHTRA CEMENT LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SAURASHTRA CEMENT LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence that we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred in paragraph on the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements and financial information of five subsidiaries, whose financial statements and financial information reflect total assets of ₹ 1914.58 lacs as at March 31, 2016, total revenues of ₹ 24.06 lacs, and net cash inflow amounting to ₹ 2.12 lacs for the year ended on that date, as considered in the preparation of the consolidated financial statements.

These financial statements and other financial information of the subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of Sections 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion and as reported by the auditors of the subsidiaries, proper books of account as required by law have been kept by the companies included in the Group, so far as it appears from the examination of those books.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant financial statements adopted and related working statements maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion and as reported by the auditors of the subsidiaries, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and as reported by the auditors of the subsidiaries, none of the directors of the companies in the Group is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and as reported by the auditors of the subsidiaries:
 - i. the consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group - Refer Note 30 to the consolidated financial statements;
 - ii. the companies in the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the companies in the Group during the year ended March 31, 2016.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

Place : MUMBAI
Date : May 23, 2016

PARESH H. CLERK
Partner
Membership No. 36148

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date on the consolidated financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Section 143 (3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of SAURASHTRA CEMENT LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We and the respective auditors of the subsidiaries, conducted our audit in accordance with the Guidance Note and the Standards on Auditing both issued by ICAI, deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we and the respective auditors of the subsidiaries, have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For BANSI S. MEHTA & CO.
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Place : MUMBAI
Date : May 23, 2016

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

	Note	March 31, 2016 ₹ in lacs	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	6,019.42		5,807.02
Reserves and Surplus	3	20,484.94	26,504.36	17,816.84
				23,623.86
Non-current Liabilities				
Long-term Borrowings	4	120.11		Nil
Other Long-term Liabilities	5	881.82		774.02
Long-term Provisions	6	1,027.87	2,029.80	952.99
				1,727.01
Current Liabilities				
Short-term Borrowings	7	1,792.02		443.42
Trade Payables	8			
- Outstanding dues of micro enterprises and small enterprises		Nil		Nil
- Outstanding dues of creditors other than micro enterprises and small enterprises		2,743.66		4,570.82
Other Current Liabilities	9	7,093.44		9,186.34
Short-term Provisions	10	1,155.72		864.33
			12,784.84	15,064.91
TOTAL			41,319.00	40,415.78
ASSETS				
Non-current Assets				
Fixed Assets	11			
Tangible Assets		20,106.99		17,720.32
Intangible Assets		35.95		85.31
Tangible Capital Work-in-progress		3,957.72		5,260.35
		24,100.66		23,065.98
Non-current Investments	12	1,499.42		1,499.42
Deferred Tax Assets (net)	13	296.99		921.80
Long-term Loans and Advances	14	1,342.42		1,187.57
Other Non-current Assets	15	12.16		80.96
			27,251.65	26,755.73
Current Assets				
Inventories	16	4,828.89		7,752.60
Trade Receivables	17	1,407.61		1,938.69
Cash and Bank Balances	18	6,406.06		2,118.80
Short-term Loans and Advances	19	1,028.28		1,679.24
Other Current Assets	20	396.51		170.72
			14,067.35	13,660.05
TOTAL			41,319.00	40,415.78

Significant Accounting Policies and Notes are an integral part of the Consolidated Financial Statements 1 - 39

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta	Chairman
Jay M. Mehta	Executive Vice Chairman
M.N. Rao	Director
M. S. Gilotra	Managing Director
Rakesh H. Mehta	Chief Financial Officer
Sonali Sanas	Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

	Note	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
Revenue from Operations (Gross)	21		59,224.58	62,948.27
Less: Excise Duty			6,254.50	6,677.62
Revenue from Operations (Net)			52,970.08	56,270.65
Other Income	22		1,292.64	733.01
Total Revenue			54,262.72	57,003.66
Expenses				
Cost of Materials Consumed	23		4,325.21	4,814.42
Purchases of Stock-in-trade	24		805.80	1,436.22
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	25		640.93	(700.83)
Employee Benefits Expense	26		3,910.41	3,510.76
Finance Costs	27		480.67	1,337.55
Depreciation, Amortisation and Impairment	11		1,269.21	3,487.85
Other Expenses	28		36,993.38	38,282.51
Total Expenses			48,425.61	52,168.47
Profit before Exceptional Items and Tax			5,837.11	4,835.19
Exceptional Items	29		1,037.00	3,089.56
Profit before Tax			6,874.11	7,924.75
Tax Expense				
Current Tax		1,470.79		2,085.71
Current Tax Adjustments of Earlier Years		(139.55)		Nil
MAT Credit Entitlement Reversed		538.07		Nil
		1,869.31		2,085.71
Deferred Tax		624.81		(921.79)
			2,494.12	1,163.92
Profit for the year			4,379.99	6,760.83
Earnings per equity share of ₹ 10 par value per share				
Basic and diluted (₹ per share)	37		7.51	13.03
Significant Accounting Policies and Notes are an integral part of the Consolidated Financial Statements				
	1 - 39			

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W
PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

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Rakesh H. Mehta	Chief Financial Officer
Sonali Sanas	Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
CASH FLOW FROM OPERATING ACTIVITIES			
Profit for the year before tax		6,874.11	7,924.75
Adjustments for :			
Add: Finance Costs	480.67		1,337.55
Loss on Sale of Assets / Capital WIP Written Off	62.24		28.96
Provision for Doubtful debts / Bad Debts Written Off	Nil		24.58
Depreciation, Amortisation and Impairment	1,269.21		3,487.85
		1,812.12	4,878.93
Less: Interest Income	320.52		282.76
Dividends Received	0.08		0.46
Excess Provision and Sundry Credit Balances Written Back	810.46		208.45
Excess Provision Written Back	10.01		34.53
Exceptional Items	1,037.00		3,089.56
		(2,178.07)	(3,615.76)
Operating profit before working capital changes		6,508.16	9,187.92
Adjustments for increase / decrease in:			
Other Long-term Liabilities and Long-term Provisions	390.13		182.16
Trade Payables and Other Current Liabilities	(1,169.31)		3,284.88
Long-term Loans and Advances and Other Non-current Assets	58.25		(183.35)
Inventories	2,923.71		(2,078.25)
Trade Receivables and Short-term Loans and Advances	142.31		(856.70)
Other Current Assets	17.65		251.28
		2,362.74	600.02
Cash generated from operations		8,870.90	9,787.94
Add: Direct Taxes (Payments) / Refunds		(1,628.49)	(1,967.90)
Net cash flow from operating activities		7,242.41	7,820.04
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets / Capital Work-in-progress	(2,517.54)		(1,605.05)
Sale of Fixed Assets	84.12		3,219.23
Sale of Non-current Investments	Nil		0.01
Interest Income	77.08		226.53
Dividends Received	0.08		0.46
Net cash flow from / (used in) investing activities		(2,356.26)	1,841.18

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issuance of share capital	900.00		Nil
Proceeds from Long-term Borrowings	140.02		Nil
Redemption of Preference Share Capital	(512.40)		Nil
Repayment of Long-term Borrowings	(794.24)		(10,497.56)
Short-term Borrowings	1,348.60		(132.17)
(Increase) / Decrease in Bank Deposits	(5,927.68)		1,953.48
Finance Costs Paid	(452.69)		(1,348.95)
Dividends and Distributions Taxes Paid	(1,228.18)		Nil
Net cash flow used in financing activities		(6,526.57)	(10,025.20)
Net increase in cash and cash equivalents		(1,640.42)	(363.98)
Cash and cash equivalents as at the beginning of the year		1,973.25	2337.23
Cash and cash equivalents as at the end of the year (Refer Note 18)		332.83	1,973.25

Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard - 3, as notified under the Companies (Accounting Standards) Rules, 2006, as the same are applicable in terms of the provisions of Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta	Chairman
Jay M. Mehta	Executive Vice Chairman
M.N. Rao	Director
M. S. Gilotra	Managing Director
Rakesh H. Mehta	Chief Financial Officer
Sonali Sanas	Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation:

These consolidated financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention (except to include revaluation of land, buildings, plant and machinery situated at its manufacturing facilities at Ranavav, Gujarat) as also on accrual basis. These consolidated financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 ('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of Rule 4A of the Companies (Accounts) Rules 2014, the items contained in these consolidated financial statements are in accordance with the definitions and other requirements specified in the Accounting Standards.

1.2 Principles of Consolidation:

- The financial statements of Concorde Cement Private Limited are excluded from the consolidation as control is intended only to be temporary because the subsidiary is acquired and held exclusively with a view to its subsequent disposal, and the same is fully provided for.
- The financial statements of the Holding Company and its Subsidiaries ("the Group") have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.
- As far as possible, the Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to, in the same manner as the Holding Company's separate Financial Statements.
- The excess of cost to the Holding Company of its investment in the Subsidiary is recognised in the Consolidated Financial Statements as goodwill and the goodwill is amortised over a period of 10 years commencing from the date from which it arises as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets".

1.3 Subsidiaries considered in the Consolidated Financial Statements are:

No.	Name of the Company	Country of Incorporation	Parent's ultimate holding as on 31.03.2016	Parent's ultimate holding as on 31.03.2015	Financial Year ends
i.	Pranay Holdings Limited	India	100.00%	100.00%	March 31
ii.	Prachit Holdings Limited	India	100.00%	100.00%	
iii.	Ria Holdings Limited	India	100.00%	100.00%	
iv.	Reeti Investments Limited	India	100.00%	100.00%	
v.	Agrima Consultants International Limited	India	100.00%	100.00%	

1.4 Use of Estimates:

The preparation of the consolidated financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting year, the reported amounts of assets and liabilities and the disclosures of contingent liabilities as on the date of the consolidated financial statements. Examples of such estimates include useful lives of fixed tangible assets and intangible assets, provision for doubtful debts / advances, deferred tax, etc. Actual results could differ from those estimates. Such difference is recognised in the year/s in which the results are known / materialised.

1.5 Tangible Assets, Intangible Assets and Capital work-in-progress:

- Tangible Assets are stated at cost and includes amounts added on revaluation, less accumulated depreciation and impairment, if any. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment, if any.
- 'Cost' for the purpose of valuing fixed assets and capital work in progress comprises of its purchase price and any attributable cost of bringing the asset to its working condition for its intended use (Net of recoverable duties, subsidy received on purchase of asset, etc.).
- Pre-operative Expenditure and cost relating to borrowed funds attributable to the construction or acquisition upto the date asset is ready for use is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on its completion for satisfactory commercial commencement.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1.6 Depreciation / Amortisation:

- i. Depreciation on tangible fixed assets (including on identified parts), (other than Jetty and Premium on Leasehold Land) is provided on the "Straight-line Method" as per the useful lives specified in Part C of Schedule II to the Companies Act, 2013.

Where the cost of a part of the asset which is significant to the total cost of the asset and the useful life of that part is different from the useful life of the remaining asset, the Company has determined the useful life of that significant part separately ("Component Accounting"). However, if the useful life of the identified part is higher than the useful life of the related fixed asset, the life of such identified part is restricted upto the life of the related fixed asset. The Company has adopted such basis for the purpose of providing depreciation as per the useful life of tangible fixed assets.

In view of the period of right to use of 15 years the cost of Jetty is amortised on the "Straight-line Method" over the said period. Addition thereto, is amortised over the residual years of its right to use.

Premium on leasehold land of long lease duration is not amortised, being not material.

Depreciation on revalued assets are calculated on net replacement value ascertained as at June 30, 1993.

The amount equivalent to depreciation provided on the revalued assets as reduced by that of the original cost of the assets is transferred to the General Reserve from Revaluation Reserve, to the extent of availability of the Revaluation Reserve.

- ii. Intangible assets being computer softwares are amortised on the "Straight-line Method" over a period of 3 years.

1.7 Assets Acquired On Lease / Hire Purchase:

- i. Assets acquired under leases / hire purchase where the Holding Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease / hire purchase rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.
- ii. Assets acquired under leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Consolidated Statement of Profit and Loss on accrual basis.

1.8 Impairment of Assets:

- i. As on each Balance Sheet date, if internal / external indicators suggest that an asset may be impaired, the carrying amount of the asset is tested for impairment so as to determine, the provision for impairment loss required, if any.
- ii. The impairment loss is recognised when the carrying amount of an asset / cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount is determined as the higher of its net selling price (net of material disposal expenses) and the value in use. Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset/CGU as stated above and from its disposal at the end of its useful life.
- iii. If there is change in the indication, since the last impairment was recognised, so that the recoverable amount of an asset exceeds its carrying amount, an impairment recognised for an asset in prior accounting period is reversed.

1.9 Investments:

Investments those are intended to be held for more than a year, from the date of acquisition, are classified as long-term investments and are carried at cost. However, provision for diminution in value of investments is made to recognise a decline, other than temporary, in the value of the investments. Investments other than long-term investments, being current investments, are valued at cost or fair value whichever is lower, determined on an individual basis.

1.10 Inventories:

- i. Raw materials, Packing materials and Fuels - 'At cost', derived on moving weighted average basis, or net realisable value, whichever is lower.
- ii. Work-in-process - 'At cost' or net realisable value, whichever is lower. Cost includes all direct costs and other related factory overheads.
- iii. Finished Goods - 'At cost' or net realisable value, whichever is lower. Cost includes all direct cost, other related factory overheads and excise duty. Traded goods are valued at cost or net realisable value, whichever is lower.
- iv. Stores and spares - 'At cost' on moving weighted average basis.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1.11 Accounting of Cenvat / VAT Benefits :

Cenvat / VAT credit availed under the relevant provisions in respect of Raw materials, Packing materials, Fuels, Stores and spares, Capital goods, etc. is reduced from the relevant cost of purchases.

1.12 Revenue Recognition :

- i. Sales are accounted on dispatch of goods to customers. Sales figures are inclusive of excise duty, but are net of sales tax, value added tax, sales returns and adjustment in respect of discounts, rate difference, etc.
- ii. Export Sales are accounted on the basis of bills of lading / mates receipt dates.
- iii. Export incentives are accounted for on export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to their claims are fulfilled.
- iv. Claims for Insurance are accounted on certainty of acceptance thereof by the Insurer.
- v. Dividend income is recognised based on establishment of the right to receive such income.

1.13 Foreign Currency Transactions :

- i. Transactions in foreign currency (Monetary or Non-monetary items) are recorded at the exchange rate prevailing on the date of the transaction.
- ii. Monetary items (i.e. receivables, payables, loans, etc.), which are denominated in foreign currency are translated and reported using the exchange rates prevailing on the date of the Balance Sheet.
- iii. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- iv. Exchange differences arising on the settlement of monetary items or on reporting at rates different from those at which they were initially recorded during the year, or reported in previous consolidated financial statements, are recognised as income or expenses in the year in which they arise.

1.14 Employee Benefits :

- i. Defined contribution plan: The Holding Company's superannuation scheme and state governed provident fund scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the year in which the employees render the related service.
- ii. Defined benefit plan - Gratuity : In accordance with applicable Indian Laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employees last drawn salary and the years of employment with the Company. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent Actuary. Actuarial gain or loss is recognised immediately in the Consolidated Statement of Profit and Loss as Income or Expense. The Company has an employees gratuity fund managed by the Life Insurance Corporation of India ("LIC").
- iii. Compensated Absences : As per policy of the Company, it allows for the encashment of absence or absence with pay to its employees. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Holding Company records an obligation for Compensated absences in the year in which the employees render the services that increases this entitlement. The Holding Company measures the expected cost of compensated absences as the additional amount that the Holding Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent Actuarial valuation.

1.15 Borrowing Costs:

- i. Borrowing costs that are attributable to the acquisition / construction of qualifying assets, are capitalised, net of income / income earned on temporary investments from such borrowings. Other borrowing costs are charged to the Consolidated Statement of Profit and Loss as expense in the year in which the same are incurred.
- ii. Redemption Premium payable on borrowings are included as part of borrowing costs on a periodic cost basis.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1.16 Segment Reporting Policies:

- i. Primary Segment is identified based on the nature of products, the different risks and returns and the internal business reporting system. Secondary Segment is identified based on the geographic allocation of its customers.
- ii. The Holding Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Consolidated financial statements of the Holding Company as a whole.

1.17 Taxation :

- i. Tax on income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- ii. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax during the period specified to avail the MAT credit under the Income-tax Act, 1961, and the resultant asset can be measured reliably.
- iii. Deferred tax is recognised, subject to consideration of prudence, on timing differences between taxable and accounting income which originates in one period and are capable of reversal in one or more subsequent periods (adjusted for reversals expected during tax holiday period). The tax effect is calculated on accumulated timing differences at the year end based on tax rates and laws enacted or substantially enacted as of the balance sheet date. In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such deferred tax assets. In other situations, deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available to realise such deferred tax assets. The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.
- iv. The Holding Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

1.18 Provisions, Contingent Liabilities and Contingent Assets :

- i. Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if the Company, has a present obligation as a result of a past event, a probable outflow of resources is expected to settle the obligation and the amount of the obligation can be reliably estimated.
- ii. Reimbursement expected in respect of the expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.
- iii. Contingent liability is stated in the case of a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation, a possible obligation, unless the probability of outflow of resources is remote.
- iv. Contingent assets are neither recognised, nor disclosed.
- v. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016		As at March 31, 2015	
	Numbers	₹ in lacs	Numbers	₹ in lacs
2. SHARE CAPITAL				
Authorised				
Equity Shares, of ₹ 10 par value	130,000,000	13,000.00	130,000,000	13,000.00
Preference Shares, of ₹ 100 par value	6,000,000	6,000.00	6,000,000	6,000.00
Unclassified Shares, of ₹ 10 par value	5,000,000	500.00	5,000,000	500.00
		<u>19,500.00</u>		<u>19,500.00</u>
Issued				
Equity Shares, of ₹ 10 par value	69,206,334	6,920.63	59,095,018	5,909.50
13% Optionally Convertible Cumulative Preference Shares, of ₹ 100 par value	687,595	687.60	687,595	687.60
		<u>7,608.23</u>		<u>6,597.10</u>
Subscribed				
Equity Shares, of ₹ 10 par value				
Subscribed and Fully Paid Up	51,191,065	5,119.11	51,191,065	5,119.11
Subscribed but Not Fully Paid Up (₹ 5 per share paid up)	18,000,000	900.00	Nil	Nil
	<u>69,191,065</u>	<u>6,019.11</u>	<u>51,191,065</u>	<u>5,119.11</u>
13% Optionally Convertible Cumulative Preference Shares, of ₹ 100 par value	Nil	Nil	687,595	687.60
		<u>6,019.11</u>		<u>5,806.71</u>
Equity Shares - forfeited (₹ 2 per share paid up)	15,269	0.31	15,269	0.31
		<u>6,019.42</u>		<u>5,807.02</u>
2.1 Reconciliation of the number of shares outstanding and amount of share capital				
	As at March 31, 2016		As at March 31, 2015	
	Numbers	₹ in lacs	Numbers	₹ in lacs
a. Equity Shares, of ₹ 10 par value				
At the beginning	51,191,065	5,119.11	51,191,065	5,119.11
Changes during the year - Allotted	18,000,000	900.00	Nil	Nil
At the end	<u>69,191,065</u>	<u>6,019.11</u>	<u>51,191,065</u>	<u>5,119.11</u>
b. Preference Shares, of ₹ 100 par value				
At the beginning	687,595	687.60	687,595	687.60
Changes during the year - Redeemed	(687,595)	(687.60)	Nil	Nil
At the end	<u>Nil</u>	<u>Nil</u>	<u>687,595</u>	<u>687.60</u>
2.2 Rights, Preferences and Restrictions				
a. Equity Shares				
i. The Holding Company has only one class of equity shares referred to as equity shares having a par value of ₹ 10. Each holder of equity shares is entitled to one vote per share.				
ii. Dividends, if any, is declared and paid in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Board of Directors has recommended equity dividend of ₹ 1 per share of face value of ₹ 10 each, including proportionately on partly paid-up shares. The recommendation is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended March 31, 2016 would be ₹ 658.26 lacs including corporate dividend tax of ₹ 111.34 lacs. No dividend was declared on the equity shares for the year ended March 31, 2015.				
iii. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to their shareholding.				

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

b. Preference Shares :

- i. As on March 31, 2015, the Holding Company had only one class of preference shares as 13% Optionally Convertible Cumulative Preference Shares (OCCPS) having a par value of ₹ 100. Those preference shares did not carry any voting right. However, as per the provisions of the Companies Act, 2013, if the dividend on such preference shares has not been paid for a period of two years or more, the holders of such preference shares have a right to vote on all resolutions placed before the Holding Company.
- ii. OCCPS carried a fixed cumulative dividend of 13% p.a. from the date of issue. The holders of OCCPS carry a right to dividend ahead of equity share holders.
- iii. In the event of liquidation, the holders of OCCPS carried preference over equity shareholders in respect of repayment of capital.
- iv. During the year, the Holding Company has paid the interim dividend on preference shares including arrears thereof. The total dividend appropriation uptill the year ended March 31, 2016 amounted to ₹ 1020.44 lacs including corporate dividend tax of ₹ 207.74 lacs.
- v. OCCPS which were redeemable at par on March 31, 2003, were redeemed on March 10, 2016. Of the total Preference Share Capital of ₹ 687.60 lacs, the holders of 1,74,557 OCCPS of ₹ 100 par value, aggregating to ₹ 174.56 lacs, had surrendered their right in the redemption, including the preference dividend thereon for the benefit of the Holding Company, and on redemption, based on a legal advice received the aforesaid amount has been transferred to Capital Reserve.

2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2016		As at March 31, 2015	
	Numbers	%	Numbers	%
a. Equity Shares				
Villa Trading Company Private Limited	14,157,817	20.46%	11,745,167	22.94%
Parsec Enterprises Private Limited	13,538,370	19.57%	*	*
TransAsia Investments And Trading Limited	8,000,000	11.56%	8,000,000	15.63%
Jagmi Investments Limited	5,175,000	7.48%	5,175,000	10.11%
Sampson Limited	4,000,000	5.78%	4,000,000	7.81%
Mauritius Debt Management Limited	Nil	0.00%	5,677,884	11.09%
Clarence Investments Limited	*	*	3,686,599	7.20%
b. Preference Shares				
India Debt Management Private Limited	Nil	0.00%	512,398	74.52%
A.M.Fadia - Trustee of SCL Preference Shares	Nil	0.00%	174,557	25.39%
Trust [Refer Note 2 (b) (iv) above]				
* Not disclosed as below 5%				

3. RESERVES AND SURPLUS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
Capital Reserve - As at the beginning	2,614.72	2,614.72
Add: Surrender of OCCPS in favour of Company	174.56	Nil
As at the end of the year	2,789.28	2,614.72
Capital Redemption Reserve - As at the beginning	50.00	50.00
Add: Transferred from General Reserve on redemption of OCCPS	687.60	Nil
As at the end of the year	737.60	50.00
Securities Premium Account - As at the beginning	10,566.71	10,566.71
Debenture Redemption Reserve - As at the beginning	2,060.00	2,060.00
Less: Transferred to General Reserve as debentures are fully redeemed	2,060.00	Nil
As at the end of the year	Nil	2,060.00

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
Revaluation Reserve - As at the beginning	238.45	256.97
Less: Transferred to General Reserve *	<u>17.39</u>	<u>18.52</u>
As at the end of the year	221.06	238.45
General Reserve - As at the beginning	4,396.50	4,377.98
Add: Transferred from Debenture Redemption Reserve	2,060.00	Nil
Add: Transferred from Revaluation Reserve *	17.39	18.52
Less: Transferred to Capital Redemption Reserve on OCCPS Redemption	<u>687.60</u>	<u>Nil</u>
As at the end of the year	5,786.29	4,396.50
Surplus / (Deficit)		
Balance in the Statement of Profit and Loss		
Balance as at the beginning	(2,109.54)	(8,870.37)
Add: Transferred from the Statement of Profit and Loss	4,379.99	6,760.83
Less: Appropriations		
Interim Preference Dividend paid on OCCPS	1,020.44	Nil
Dividend Distribution Tax on Preference Dividend	207.74	Nil
Proposed Equity Dividend	546.92	Nil
Dividend Distribution Tax on Proposed Equity Dividend	<u>111.34</u>	<u>Nil</u>
Credit / (Debit) balance as at the end of the year	<u>384.01</u>	<u>(2,109.54)</u>
	<u>20,484.94</u>	<u>17,816.84</u>

* As suggested in the Application Guide on the Provisions of Schedule II to The Companies Act, 2013 issued by ICAI the amount of depreciation on the amount of revalued Fixed Assets is withdrawn and transferred to General Reserve.

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
4. LONG-TERM BORROWINGS		
Secured		
Term Loans		
From Banks	65.71	Nil
From Others	<u>54.40</u>	<u>Nil</u>
	<u>120.11</u>	<u>Nil</u>
4.1 A. The above reflect Non-current portion only of the related borrowings and for the current maturity thereof refer Note 9 on "Other Current Liabilities".		
B. Security and Repayment Terms:		
	As at March 31, 2016	As at March 31, 2015
	Non-current ₹ in lacs	Non-current ₹ in lacs
	Current ₹ in lacs	Current ₹ in lacs
I. Breakup of borrowings:		
a. Public Debentures, together with interest, remuneration to trustees and other amounts payable thereon.	Nil	60.78
b. Private Debentures, together with interest, remuneration to trustees and other amounts payable thereon.	Nil	13.50

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

c. Term Loans from Banks - Under CDR	Nil	Nil	Nil	200.40
d. Term Loans from Banks - Others - Vehicles	65.71	8.03	Nil	Nil
e. Term Loans from Others-Financial Institutions Under CDR (including Funded interest term loans on Debentures)	Nil	Nil	Nil	103.07
f. Term Loans from Others - Under CDR (including Funded interest term loans on Debentures)	Nil	Nil	Nil	404.66
g. Term Loans from Others - Vehicles	54.40	11.88	Nil	11.83
	<u>120.11</u>	<u>19.91</u>	<u>Nil</u>	<u>794.24</u>

II. Security and Repayment Terms: (For Borrowings as at March 31, 2016)

- a. Borrowings at part I (d) and (g) are generally repayable in 36 equated monthly instalments carrying varied interest from 10% to 12% p.a. These loans are secured by hypothecation of vehicles financed there under.

III. Security and Repayment Terms: (For Borrowings as at March 31, 2015)

- a. Borrowings at part I (a) above is secured by way of pari-passu second mortgage in favour of the Trustees on the Holding Company's immovable and movable properties, both, present and future, situated at Ranavav (Gujarat), save and except on the equipment / movable assets secured by specific charge of such other lenders financing them and shall rank subservient to existing charges created / to be created in favour of specific and first charge holders. The said debentures are also secured by personal guarantee of two Directors of the Holding Company.
- b. Borrowings at part I (b), (c), (e) and (f) above are secured by way of pari-passu first mortgage in favour of the Trustees / lenders on the Company's immovable and movable properties, both, present and future, situated at Ranavav (Gujarat), save and except on stocks, spares and book debts for securing borrowings for working capital (on which they have a second charge) and on the equipment / movable assets secured by specific charge of such other lenders financing them and shall rank subservient to existing charges created / to be created in favour of specific charge holders. These borrowings are also secured by personal guarantee of two Directors of the Holding Company.
- c. All the aforementioned borrowings except part I (d) and (g) are further secured by hypothecation of 'Hathi' brand on pari-passu first charge basis and pledge of promoter shares in favour of the Trustees.
- d. For Part I (a), (b), (c), (e) and (f), interest is payable by the Company on ballooning basis ranging from 2% p.a. to 12% p.a. resulting into an average rate of interest of 8.5% p.a. For the current year, such interest is payable and provided at 12% p.a. The first year interest @ 2% has been funded as Funded Interest Term Loan (FITL-II). The repayment of outstanding principal was to be made over a period of 10 years including the initial moratorium of first three years, i.e. payable from July 14, 2007 till April 14, 2015 on the 14th date after the end of each calendar quarter on ballooning basis ranging from 7.50% to 20% p.a. 50% of the unpaid simple interest on all the loans was converted into FITL-I. Both, FITL I and II, do not carry interest and are repayable 25% in the 9th and 75% in the 10th year, i.e. payable from July 14, 2013 till April 14, 2015.
- e. The amount outstanding as at March 31, 2012, in respect of Part I (h) is repayable in 12 quarterly instalments of 5% each, commencing from June 30, 2012 and 4 quarterly instalments of 10% each, commencing from June 30, 2015. However, these amounts have been paid before the year-end.
- f. For Part I (a), (b), (c), (e) and (f);
- The Holding Company has an option to prepay all the loans without premium on pro-rata basis to all the lenders.
 - The restructured loans including FITL are subject to recompense clause as may be approved by CDR Cell.
 - In the event of default in compliance of restructuring package, after the approval of CDR, the lenders have a right to convert 100% of the defaulted amount of the restructured debt into Equity Shares of the Company, at any time during the currency of assistance, at a price to be determined as per SEBI Guidelines.
 - The lenders have the right to convert 20% of the loan outstanding (including FITL and WCTL) into Equity Shares of the Holding Company, at a price to be determined as per SEBI Guidelines in one or more occasions after 7 years from the date of approval. As regards zero coupon FITL, remaining outstanding beyond 7 years, such conversion right of lenders would be applicable to the entire amount and the conversion shall be at a price as per SEBI guidelines.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
5. OTHER LONG-TERM LIABILITIES		
Security Deposits from Customers / Transporters	881.77	773.97
Loan from a Director - Unsecured (Terms of repayment not specified)	0.05	0.05
	<u>881.82</u>	<u>774.02</u>
6. LONG-TERM PROVISIONS		
For Employee Benefits - Gratuity and Compensated absences (Refer Note 34)	<u>1,027.87</u> <u>1,027.87</u>	<u>952.99</u> <u>952.99</u>
7. SHORT-TERM BORROWINGS		
Secured		
Loans Repayable on Demand from Banks		
Cash Credits (including packing credits) *	454.64	2.10
Working Capital Demand Loans *	Nil	441.32
Overdraft against Pledge of Bank Fixed Deposits	<u>1,337.38</u> <u>1,792.02</u>	<u>Nil</u> <u>443.42</u>
7.1 Security:		
* The Working capital facilities are secured by first charge by way of hypothecation of current assets, namely, stocks of raw materials, semi finished and finished goods, consumable stores and spares, bills receivables, book debts and all other movables, both, present and future. It is also secured by second mortgage and charge on the Holding Company's immovable and movable properties both present and future. They are also secured by personal guarantee of two Directors of the Holding Company. [Of the above, a cash credit facility from a bank aggregating to ₹ Nil (Previous Year ₹ 63 only), was further secured by shares of Gujarat Sidhee Cement Limited held by subsidiary companies.]		
8. TRADE PAYABLES		
Amounts Payable to a Related Party [Refer Note 36.2(iv)(d)]	23.25	Nil
Others	<u>2,720.41</u> <u>2,743.66</u>	<u>4,570.82</u> <u>4,570.82</u>
8.1 "Others" includes dues to small and medium enterprises, which require the following disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:		
i. Principal amount remaining unpaid and interest thereon	1.07	1.72
ii. Interest paid in terms of Section 16	Nil	Nil
iii. Interest due and payable for the period of delay in payment	Nil	Nil
iv. Interest accrued and remaining unpaid	Nil	Nil
v. Interest due and payable even in succeeding years	1.07	1.07

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
9. OTHER CURRENT LIABILITIES		
Current Maturities of Long-term Debt *		
Debentures - 12% Non-convertible	Nil	74.28
Term Loans		
From Banks	8.03	200.40
From Others	11.88	519.56
	<u>19.91</u>	<u>794.24</u>
Interest Accrued but not Due on Borrowings *	Nil	1.67
Unclaimed Share Application Money	14.48	14.48
Amounts Payable on Redemption of Preference Shares	0.93	0.29
Statutory Dues	3,903.72	3,224.34
Advances from Customers	1,102.21	1,613.88
Other Payables		
Creditors for Capital Items	115.79	110.05
Liabilities for Expenses at the year-end	1,821.30	2,251.34
Remuneration Payable to Key Managerial Personnel (Refer Note 36.2.iii)	28.75	61.96
Others (Refer Note 29.1 below for March 31, 2015)	86.35	1,114.09
	<u>2,052.19</u>	<u>3,537.44</u>
	<u>7,093.44</u>	<u>9,186.34</u>

9.1 * Refer Note 4.1 (B) for security given.

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
10. SHORT-TERM PROVISIONS		
For Employee Benefits - Gratuity and Compensated Absences (Refer Note 34)	246.70	216.42
Others		
Provision for Taxation	3,415.82	2,085.20
Less: Taxes paid	3,218.20	1,534.88
Less: MAT Entitlement Utilised	Nil	132.47
	<u>197.62</u>	<u>417.85</u>
Excise duty on Stocks and Wealth-tax	53.14	230.06
Proposed Equity Dividend	546.92	Nil
Tax on Proposed Equity Dividend	111.34	Nil
	<u>658.26</u>	<u>Nil</u>
	<u>909.02</u>	<u>230.06</u>
	<u>1,155.72</u>	<u>864.33</u>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS											₹ in lacs
11.	FIXED ASSETS [Refer Note (i)]	Gross Block			Depreciation, Amortisation and Impairment			Net Block			
		As at April 1, 2015	Additions / Adjustments	Deductions / Adjustments	As at March 31, 2016	Up to March 31, 2015	For the Year	Deductions/ Adjustments	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
		Tangible Fixed Assets									
	Freehold land	239.08	Nil	Nil	239.08	Nil	Nil	Nil	Nil	239.08	239.08
		239.08	Nil	Nil	239.08	Nil	Nil	Nil	Nil	239.08	239.08
	Leasehold land [Refer Note (ii)]	21.45	Nil	Nil	21.45	Nil	Nil	Nil	Nil	21.45	21.45
		21.45	Nil	Nil	21.45	Nil	Nil	Nil	Nil	21.45	21.45
	Buildings and Jetty	6,265.48	1,082.97	Nil	7,348.45	3,808.39	100.08	Nil	3,908.47	3,439.98	2,457.09
		6,111.61	249.94	96.08	6,265.48	3,603.53	213.77	8.91	3,808.39	2,457.09	2,508.08
	Plant and equipments [Refer Note(iii)]	44,906.96	1,998.32	Nil	46,905.28	31,169.44	834.48	Nil	32,003.92	14,901.36	13,737.52
		44,795.32	111.64	Nil	44,906.96	30,310.11	859.33	Nil	31,169.44	13,737.52	14,485.21
	Furniture and Fixtures	1,244.98	74.21	35.88	1,283.31	846.38	85.23	17.38	914.23	369.08	398.60
		1,185.93	73.84	13.76	1,246.01	700.95	152.07	5.84	847.18	398.83	484.98
	Vehicles	1,500.34	464.98	243.15	1,722.17	831.82	123.90	120.41	835.31	886.86	668.52
		1,494.17	131.91	90.63	1,535.44	764.34	132.41	33.67	863.08	672.36	729.83
	Office equipments	604.20	130.94	12.26	722.88	416.70	73.84	7.14	483.40	239.48	187.50
		580.30	60.01	22.24	618.06	315.01	129.30	15.65	428.66	189.40	265.29
	Railway siding, weighbridge, rolling stock and locomotives	281.56	Nil	Nil	281.56	271.00	0.86	Nil	271.86	9.70	10.56
		281.56	Nil	Nil	281.56	268.48	2.52	Nil	271.00	10.56	13.08
	Current Year	55,064.05	3,751.42	291.29	58,524.18	37,343.73	1,218.39	144.93	38,417.19	20,106.99	17,720.32
	Previous year	54,659.42	627.32	222.70	55,064.05	35,920.09	1,487.70	64.06	37,343.73	17,720.32	
	Intangible Fixed Assets										
	Other than internally generated										
	Computer softwares										
	Current Year	261.75	1.46	Nil	263.21	176.44	50.82	Nil	227.26	35.95	85.31
	Previous year	333.98	23.04	Nil	357.02	200.58	71.13	Nil	271.71	85.31	
	Capital work-in-progress (including intangible software)										
	Tangible Capital WIP										
	[Refer Note (vi)]										
	Current Year	9,679.45	1,451.31	2,753.94	8,376.82	4,419.10	Nil	Nil	4,419.10	3,957.72	5,260.35
	Previous year	8,399.59	1,563.33	283.47	9,679.45	2,490.08	1,929.02	Nil	4,419.10	5,260.35	
	Grand Total										
	Current Year	65,005.25	5,204.19	3,045.23	67,164.21	41,939.27	1,269.21	144.93	43,063.55	24,100.66	23,065.98
	Previous year	63,392.99	2,213.69	506.16	65,100.52	38,610.76	3,487.85	64.06	42,034.54	23,065.98	

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

11.1

- i. Gross Block includes ₹ 4061.10 lacs (Previous year ₹ 4061.10 lacs) added on revaluation of the Holding Company's freehold and leasehold land, buildings, plant and machinery situated at Ranavav in order to reflect a realistic position of the net replacement cost of such assets, on the basis of valuation made by an external valuer, which had resulted in a net increase of ₹ 5722.61 lacs, as at June 30, 1993.
- ii. Besides the land specified above, the Holding Company holds other leasehold land for which the Holding Company pays only ground rent.
- iii. Plant and equipments include cost of service line of ₹ 33.20 lacs (Previous Year ₹ 33.20 lacs), ownership of which is vested with Paschim Gujarat Vij Company Limited.
- iv. Effective April 1, 2014, the Company has provided depreciation on its tangible fixed assets as per the useful lives and residual values specified in Part C of Schedule II to the Companies Act, 2013 or based on the period of use available to the Company (primarily consisting of Jetty). Accordingly, in respect of the tangible fixed assets as on April 1, 2014, the carrying amount, net of residual value, has been depreciated over the remaining useful life as on that date. As a result, the charge for depreciation for the year ended March 31, 2015 is lower by ₹ 197.90 lacs. Further, in view of the Notification No. GSR 627(E) of August 29, 2014 amending Schedule II, on the basis of option available, the Company has then decided to charge the carrying amount of assets, after retaining residual value, in cases where the remaining useful life has been completed as on April 1, 2014 by way of depreciation to the Statement of Profit and Loss and accordingly, the sum of ₹ 144.12 lacs is included in depreciation for the year ended March 31, 2015.
- v. Based on the policy of Component Accounting adopted by the Company with effect from April 1, 2015, there is no additional or otherwise impact on depreciation for the year.
- vi. **Impairment of Assets :**
 - a The Company had incurred an aggregate sum of ₹ 8107.17 lacs (Previous Year ₹ 8107.17 lacs) towards Expansion Project Assets, and reflected the same under Capital Work-in-progress (CWIP). The expenditure includes cost of an imported plant purchased (including related stores and spares), civil work carried out and pre-operative expenses (including interest capitalised) as shown in (b) below. However, later on in the year 2005, due to several adversities, the project was suspended.

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
b Capital work-in-progress includes pre-operative expenses, as under:		
a. Technical Consultancy	320.40	320.40
b. Employee Cost	144.56	144.56
c. Interest and Finance Cost	3,104.18	3,104.18
d. Traveling and Conveyance	227.48	227.48
e. Exchange Rate Fluctuation	42.43	42.43
f. Transportation Charges	19.96	19.96
g. Miscellaneous	59.97	59.97
	3,918.98	3,918.98
c The Holding Company decided to dispose of the Expansion Project Assets, through the Asset Sale Committee (ASC) constituted under the aegis of BIFR, subject to necessary approvals of the Holding Company's Lenders / BIFR. As advised by the ASC, a valuation report for these assets was obtained from the empanelled valuer of IFCI (Monitoring Agency) and the reserve price was fixed at Fair Market Value (FMV). As per the valuation report obtained from a project consultant, the FMV of the expansion project machinery is not materially varying from that of earlier year and accordingly no further adjustment to impairment is considered for the year ended March 31, 2016. As at the year ended March 31, 2015, the aggregate impairment of ₹ 4419.10 lacs, including ₹ 1929.02 lacs for that year was recognised as required under Accounting Standard 28 on "Impairment of Assets".		

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

As at
March 31, 2016 As at
March 31, 2015
₹ in lacs ₹ in lacs

12. NON-CURRENT INVESTMENTS

Long-term Investments

Valued at cost less provision for other than temporary diminution

Trade Investments

In Equity Instruments of Subsidiaries

Unquoted

(Fully paid equity shares of ₹ 10 each)

Quantity Investee company

1,49,272 Concorde Cement (Pvt.) Limited
(Srilankan Rupee)

9.19

9.19

9.19

9.19

9.19

9.19

Less: Provision for diminution in value

Nil

Nil

Other than Trade

In Equity Instruments of Others

Quoted

(Fully paid equity shares of ₹ 10 each)

Quantity Investee company

870,500	MTZ Industries Limited	435.25	435.25
30,00,000	MTZ Polyfilms Limited	600.00	600.00
2,285,912	Gujarat Shidee Cement Limited	2,666.32	2,666.32
1	ACC Limited	0.01	0.01
1	Ultratech Cements Limited	0.01	0.01
1	Ambuja Cements Limited*	-	-
1	India Cements Limited*	-	-
1	JK Lakshmi Cements Limited*	-	-
1	Mangalam Cements Limited*	-	-
1	Prism Cements Limited*	-	-
1	Shree Digvijay Cements Limited*	-	-
1	Zuari Global Limited*	-	-
1	Zuari Agro Chemicals Limited*	-	-
200	Dena Bank Limited	0.06	0.06
		3,701.65	3,701.65

Less: Provision for diminution in value

2,203.73

1,497.92

1,497.92

* Each investment is less than ₹ 0.01 lacs

Unquoted

Quantity Investee company

2,001 Rajkot Nagrik Sahakari Bank Limited
5,000 Saraswat Co-op Bank Limited

Face Value
₹ per share

50.00

10.00

1.50

1.50

1,499.42

1,499.42

1,499.42

1,499.42

As at March 31, 2016

₹ in lacs

Cost

Market Value

Aggregate amount of quoted investments

3,701.65

611.97

Aggregate amount of unquoted investments

10.69

Nil

3,712.34

As at March 31, 2015

₹ in lacs

Cost

Market Value

Aggregate provision on non current investments

2,212.92

2,212.92

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
13. DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
i. Accrued expenses deductible on cash basis	1,556.57	1,409.76
ii. Accrued expenses deductible on payment of TDS thereon	137.86	721.16
iii. Provision for Impairment	1,529.36	1,502.05
Closing balance	<u>3,223.79</u>	<u>3,632.97</u>
Deferred Tax Liabilities		
i. Difference between WDV as per the Income-tax Act, 1961 and the Companies Act, 2013	2,926.80	2,711.17
	<u>296.99</u>	<u>921.80</u>
	<u>1,342.42</u>	<u>1,187.57</u>
14. LONG-TERM LOANS AND ADVANCES		
Unsecured - considered good		
Capital Advances	385.55	318.26
Security Deposits	320.13	356.18
Other Deposits	46.55	46.55
Advance Recoverable in cash or kind or for value to be received	12.96	12.94
Other Loans and Advances		
Staff Advance	Nil	15.63
Predeposit Balances with Statutory / Government Authorities against Appeals	113.73	51.51
Taxes Paid (Net of Provision of ₹ 1485.24 lacs, Previous year ₹ 2085.20 lacs)	<u>154.85</u>	77.84
	268.58	144.98
Unsecured, Considered Doubtful		
Intercompany Deposits	308.66	308.66
Less: Provision for Bad and Doubtful Deposits	Nil	NIL
	<u>308.66</u>	<u>308.66</u>
	<u>1,342.42</u>	<u>1,187.57</u>
15. OTHER NON-CURRENT ASSETS		
Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Doubtful	157.27	167.27
Less: Provision for Bad and Doubtful Debts	<u>157.27</u>	167.27
	Nil	Nil
Deposits with Banks		
Maturity beyond 12 months from the Balance Sheet Date	12.16	80.96
Held as Margin Money	<u>12.16</u>	<u>80.96</u>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

		As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
16. INVENTORIES			
Raw Materials		762.66	1,077.07
Packing Materials		121.96	139.51
Work-in-progress		561.82	1,096.30
Finished Goods		735.85	1,012.22
Fuels		716.77	2,173.15
Stores and Spare Parts	1,900.82		2,237.89
Stores and Spare Parts in-transit	29.01		16.46
		<u>1,929.83</u>	<u>2,254.35</u>
		<u>4,828.89</u>	<u>7,752.60</u>
		As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
17. TRADE RECEIVABLES			
Unsecured, Considered Good			
Outstanding for a period exceeding six months from the date they are due for payment		254.25	294.92
Others			
Amounts Receivable from a related party [Refer Note 36.2(iv)(d)]	Nil		8.64
Others	1,153.36		1,635.13
		<u>1,153.36</u>	<u>1,643.77</u>
		<u>1,407.61</u>	<u>1,938.69</u>
		As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
18. CASH AND BANK BALANCES			
Cash and Cash Equivalents			
Balances with Banks			
On Current Accounts	328.56		869.95
Fixed Deposits (Original maturity upto 3 months)	Nil		1,099.00
Cash on Hand	4.28		4.30
		<u>332.83</u>	<u>1,973.25</u>
Other Bank Balances			
Earmarked Balances		1.07	0.43
Deposits with Banks (Maturity below 12 months from the date of Balance Sheet)			
Held as Margin Money		55.06	17.81
Held as Security against Overdraft facilities		2,770.00	Nil
Others - Original maturity more than 12 months		3,247.10	127.31
		<u>6,406.06</u>	<u>2,118.80</u>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
19. SHORT-TERM LOANS AND ADVANCES		
Unsecured, considered good		
Other Loans and Advances		
Balances with Statutory / Government Authorities	573.33	481.31
MAT Credit Entitlement	Nil	538.07
Prepaid Expenses	112.21	138.43
Advances Recoverable in cash or in kind or for value to be received	50.27	76.95
Advances Against Purchase of Stores	292.47	444.48
	<u>1,028.28</u>	<u>1,679.24</u>
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
20. OTHER CURRENT ASSETS		
Unsecured, Considered Good		
Export Benefits Receivable	14.97	32.62
Interest and Other Receivable	381.54	138.10
	<u>396.51</u>	<u>170.72</u>
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
21. REVENUE FROM OPERATIONS		
Sale of Products		
Manufactured Goods	57,725.54	61,185.62
Traded Goods	986.05	1,304.94
	<u>58,711.59</u>	<u>62,490.56</u>
Other Operating Revenues		
Sale of Power	195.87	144.24
Sale of Scrap	159.27	218.89
Export Entitlements	157.85	94.58
	<u>512.99</u>	<u>457.71</u>
	<u>59,224.58</u>	<u>62,948.27</u>
Less: Excise Duty	6,254.50	6,677.62
	<u>52,970.08</u>	<u>56,270.65</u>
Details of Products Sold		
Sale of Manufactured Goods		
Cement	57,191.56	61,070.48
Clinker	533.98	115.15
	<u>57,725.54</u>	<u>61,185.63</u>
Sale of Traded Goods		
Cement	986.05	1,304.94
	<u>986.05</u>	<u>1,304.94</u>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
22. OTHER INCOME		
Interest Income on		
Fixed Deposits with Banks	300.70	256.99
Fixed deposits with a State Financial Corporation	12.93	19.61
Others	6.89	6.16
	320.52	282.76
Dividends Income from Long-term Investments - others	0.08	0.46
Rent Income	12.00	12.00
Miscellaneous Income (including overheads shared)	126.75	177.83
Net Gain on Foreign Currency Transactions and Translation	0.61	Nil
Insurance Claims	11.47	8.10
Bad Debts Recovered	0.74	8.88
Provision for Doubtful Debts no longer required	10.01	34.53
Excess Provision Written Back	805.80	106.97
(includes a sum of ₹ 448.75 lacs written back of arrears of rent and interest provided in earlier years based on an order of Hon'ble BIFR)		
Sundry Credit Balances Written Back	4.66	101.48
	1,292.64	733.01
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
23. COST OF MATERIALS CONSUMED		
Raw Materials		
Opening Stock of Raw Materials	1,077.07	1,023.81
Add: Purchases	2,534.47	3,099.86
	3,611.54	4,123.67
Less: Closing Stock of Raw Materials	762.66	1,077.07
	2,848.88	3,046.60
Packing Materials		
Opening Stock of Packing Materials	139.51	149.63
Add: Purchases	1,458.78	1,757.70
	1,598.29	1,907.33
Less: Closing Stock of Packing Materials	121.96	139.51
	1,476.33	1,767.82
	4,325.21	4,814.42
Details of Raw Materials Consumed		
Gypsum	719.54	833.71
Fly Ash	1,071.55	722.42
Iron Ore	214.91	237.05
Clinker Purchased	675.17	1,131.14
Others	167.71	122.28
	2,848.88	3,046.60

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
24. PURCHASES OF STOCK-IN-TRADE			
Purchases of Traded Goods			
Cement		805.80	1,436.22
		805.80	1,436.22
		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Stocks at the end			
Finished Goods - Cement	735.85		1,012.22
Work-in-progress - Raw Flour and Clinker	561.82		1,096.30
		1,297.67	2,108.52
Less: Stocks at the Beginning			
Finished Goods - Cement	1,012.22		866.99
Work-in-progress - Raw Flour and Clinker	1,096.30		466.07
		2,108.52	1,333.06
		810.85	(775.46)
Increase in Excise Duty on Stocks		(169.92)	74.63
		640.93	(700.83)
		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
26. EMPLOYEE BENEFITS EXPENSES			
(Refer Note 28.1)			
Salaries, Wages and Bonus		3,380.72	2,998.44
Contribution to Provident and Other Funds		199.20	167.59
Gratuity Expense		184.60	212.68
Staff Welfare Expenses		145.89	132.05
		3,910.41	3,510.76
		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
27. FINANCE COSTS			
Interest expense			
On Borrowings	65.16		670.63
On Custom Duty, Service Tax and Income Tax	228.64		397.73
On Others	185.94		266.52
		479.74	1,334.88
Other Borrowing Costs		0.93	2.67
		480.67	1,337.55

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
28. OTHER EXPENSES		
Stores and Spare Parts Consumed	4,540.82	3,994.14
Power and Fuel	11,992.89	15,469.48
Rent	246.23	226.04
Repairs and Maintenance:		
Buildings, etc.	498.35	349.55
Machinery	2,391.81	1,858.58
Others	530.81	535.20
	<u>3,420.97</u>	<u>2,743.33</u>
Insurance	137.08	128.78
Rates and Taxes	62.98	90.59
Raw Material Handling Charges [Refer Note 28.1(a)]	511.27	431.84
Limestone / Marl Raising Charges [Refer Note 28.1(a)]	835.50	1,288.97
Royalty and Cess [Refer Note 28.1(a)]	1,826.95	1,196.32
Advertisement and Business Promotion Expenses	2,002.34	1,837.32
Freight and Handling Expenses	8,681.37	8,419.79
Commission	805.95	781.26
Directors' Fees	41.80	29.40
Charity and Donation	28.65	21.05
Traveling and Conveyance	259.50	228.47
Legal and Professional Charges	358.20	399.07
Net Loss on Foreign Currency Transactions and Translation	Nil	54.74
Auditor's Remuneration		
Audit Fees	9.34	9.63
Tax Audit Fees	2.65	Nil
For Other Services - Certification Work	4.03	3.65
	<u>16.02</u>	<u>13.28</u>
Provision for Doubtful Debts	Nil	0.01
Bad Debts Written Off	Nil	24.57
Loss on Sale of Assets (Net)	62.24	28.96
Inter Corporate Deposits (ICD) Written Off	Nil	554.76
Provision for Doubtful ICD no longer required	Nil	(554.76)
	<u>Nil</u>	<u>Nil</u>
Corporate Social Responsibility (CSR) Expenditure [Refer Note 31]	22.48	Nil
Miscellaneous Expenses	1,160.73	934.42
Cost of Cement Self Consumed [Refer Note 28.1(b)]	(20.58)	(59.32)
	<u><u>36,993.38</u></u>	<u><u>38,282.51</u></u>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
28.1 a. Employee Benefit Expenses (Note 26) and Other Expenses (Note 28) as incurred on cost of raising and transporting limestone / marl are as under:		
Salaries, Wages and Bonus	149.17	60.00
Stores and Spare Parts Consumed	403.06	386.53
Repairs and Maintenance to Machinery	61.78	67.04
Raw Material Handling Charges	511.27	431.84
Limestone / Marl Raising Charges	835.50	1,288.97
Royalty and Cess	1,826.95	1,196.32
	<u>3,787.73</u>	<u>3,430.70</u>
b. Cost of cement self consumed also includes other material costs and depreciation.		
	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
29. EXCEPTIONAL ITEMS		
Amount forfeited against Sale of Flats (Refer Note 29.1 below)	1,037.00	Nil
Profit on Sale of Residential Flats	Nil	3,089.56
	<u>1,037.00</u>	<u>3,089.56</u>
29.1 An amount of ₹ 1037.00 lacs received by the Holding Company during the process of sale of flats was forfeited due to non-compliance of the terms & conditions of Tender by the bidder.		
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
30. CONTINGENT LIABILITIES AND COMMITMENTS		
i. Contingent liabilities: (to the extent not provided for)		
a. Claims against the Holding Company not acknowledged as debt - matters under disputes / appeals;		
i. Sales Tax liabilities	101.42	435.67
ii. Excise Duty	718.77	297.40
iii. Service Tax	2.39	46.49
iv. Royalty	15.12	15.12
v. Customs Duty	20.00	23.25
vi. Claims filed by workmen or their union against the Holding Company	64.75	210.75
vii. On account of Power Supply	440.99	440.99
viii. Refer Note 29.1, wherein the aggrieved buyer has disputed the sale of a flat to another person. The said matter is under dispute and the outcome / impact of which on the Holding Company is presently unascertainable.		
ix. Other demands and claims	20.55	20.55
The amounts stated are including interest and penalty, to the extent demanded.		
b. Guarantees;		
The Holding Company has guaranteed a minimum cargo handling of 500,000 M.T from April to March each year at its jetty at Porbander, under the license agreement entered with Gujarat Maritime Board for a period of 15 years from the day Jetty became operational. The Holding Company is in the process of renewing the said license agreement, which has expired during the year. The failure of such commitment shall make the Holding Company liable to pay the wharfage charges for the remaining cargo at the prevailing wharfage rates.		
c. Other money for which the holding company is contingently liable;		
i. The impact / outcome of recompense clause as detailed in Note 4.1 (B) (III) (f) (ii), in respect of the restructured loans on the Holding Company is presently unascertainable.		
ii. Maximum possible obligation on reward points on sale ₹ 89.72 lacs. (Previous Year ₹ Nil)		
ii. Commitments:		
a. Estimated amount of contracts remaining to be executed on capital account (net of advances of ₹ 387.57 lacs, previous year ₹ 320.08 lacs).	1,249.51	848.98

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

		For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
31. CORPORATE SOCIAL RESPONSIBILITY (CSR)			
Gross amount required to be spent by the Holding Company during the year		38.98	Nil
Amount spent and paid on CSR activities included in the Consolidated Statement of Profit and Loss for the year :			
Nature of Expenses specified in the Schedule VII of the Companies Act, 2013			
Promoting Preventive Health Care and Sanitation		7.67	Nil
Education Promotion		14.81	Nil
		22.48	Nil
32.	Considering the implementation of the scheme formulated and sanctioned for a sick company and that the net worth of the Holding Company is positive, the Holding Company no longer being a Sick Industrial Holding Company, the accounts of the Group are prepared on a going concern basis.		
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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
	Compensated Absences		Gratuity	
34. EMPLOYEE BENEFITS				
i. Changes in Present Value of Obligations:				
Present Value of Obligation at the beginning	317.18	294.85	856.38	729.25
Current Service Cost	22.38	20.37	35.29	30.67
Interest Cost	25.22	27.27	68.08	67.46
Actuarial (Gain) / Loss on obligations	16.27	24.33	83.00	107.78
Benefits paid	(42.15)	(49.64)	(84.29)	(78.78)
Present value of Obligation as at the end	338.90	317.18	958.46	856.38
ii. Changes in Fair Value of Plan Assets :				
Fair value of Plan Assets at the beginning	Not Applicable		4.16	6.44
Expected return on Plan Assets	Not Applicable		0.33	0.56
Contributions	Not Applicable		102.75	76.50
Benefits paid	Not Applicable		(84.28)	(78.78)
Actuarial Gain / (Loss) on Plan Assets	Not Applicable		(0.16)	(0.56)
Fair value of Plan Assets as at the end	Not Applicable		22.80	4.16
iii. The amount recognised in Balance Sheet				
Gross value of present Obligation at the end	338.90	317.18	958.46	856.38
Fair Value of Plan Assets at the end	Nil	Nil	22.80	4.16
Net (Liability) recognised in Balance sheet	338.90	317.18	935.66	852.22
iv. Amount recognised in the Statement of Profit and Loss				
Current Service Cost	22.38	20.37	35.29	30.67
Interest Cost	25.22	27.27	68.08	67.46
Expected return on Plan Assets	Nil	Nil	(0.33)	(0.56)
Net actuarial (Gain) / Loss recognised in the year	16.27	24.33	83.33	107.78
Expenses Recognised in the statement of Profit and Loss	63.87	71.97	186.37	205.35
v. Category of Assets				
Insurer Managed Funds	Not Applicable		22.80	4.16
vi. Assumptions				
Mortality Table - Indian Assured Life				
Mortality 2006-08				
Discount Rate	7.81%	7.95%	7.81%	7.95%
Rate of increase in compensation levels	5.00%	5.00%	5.00%	5.00%
Expected Return on Plan Assets	Not Applicable		7.81%	8.70%
Attrition Rate	2.00%	2.00%	2.00%	2.00%
vii. The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors, including supply and demand in the employment market.				
viii. The Company expects to contribute a sum of ₹ 120.13 lacs (Previous year ₹ 110.75 lacs) towards gratuity during the year ended March 31, 2017.				
ix. The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held and historical return on the plan assets. The same are disclosed hereunder to the extent available.				
	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs	As at March 31, 2014 ₹ in lacs	As at March 31, 2013 ₹ in lacs
Particulars - Gratuity				
Experience Adjustments				
On plan liability (gain) / loss	76.63	53.55	24.95	38.19
On plan assets gain / (loss)	(0.16)	(0.56)	0.03	(0.11)
Present value of benefit obligation	958.46	856.38	729.25	713.99
Fair value of plan assets	22.80	4.16	6.44	3.88
Excess of obligation over plan assets	935.66	852.22	722.81	710.11

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lacs	As at March 31, 2015 ₹ in lacs
35. SEGMENT REPORTING		
The Holding Company has only one business segment 'cement / clinker' as primary segment. The secondary segment is geographical segment which is given below :		
Domestic revenues (net of excise duty)	43,669.98	48,030.74
Exports - International markets	8,787.11	7,782.20
Total	<u>52,457.09</u>	<u>55,812.94</u>
All the assets of the Company are in India only.		

36. RELATED PARTY DISCLOSURES

36.1 List of related parties:

- i. **Enterprises under control, or are controlled by, or under common control, with the reporting enterprise:**
 - a. Jagmi Investment Limited
 - b. Fawn Trading Co. Pvt. Limited
 - c. Fern Trading Co. Pvt. Limited
 - d. Willow Trading Co. Pvt. Limited
 - e. Tejashree Trading Co. Pvt. Limited
 - f. Pallor Trading Co. Pvt. Limited
 - g. The Mehta International Limited
 - h. Mehta Private Limited
 - i. Sameta Exports Pvt. Limited
 - j. Sunnidhi Trading Private Limited
 - k. Sumaraj Holdings Private Limited
 - l. Clarence Investments Limited
 - m. TransAsia Investment & Trading Limited
 - n. Sampson Limited
 - o. Villa Trading Co. Pvt. Ltd.
 - p. Aber Investments Limited
 - q. Galaxy Technologies Private Limited
 - r. Mehta Sports Private Limited
 - s. The Sea Island Investments Limited
 - t. Parsec Enterprises Private Limited
 - u. Gujarat Sidhee Cement Limited
 - v. Bhadra Textiles & Trading Private Limited
 - w. Mehta Investments Pte Limited
 - x. Mehta Asiatic Pte Limited
- ii. **Subsidiary Companies :**
 - a. Concorde Cement P. Limited
- iii. **Key Management Personnel :**
 - a. Mr. Jay M Mehta – Executive Vice Chairman
 - b. Mr. M S Gilotra - Managing Director
- iv. **Relatives of Key Management Personnel with whom Transactions have taken place:**
 - a. Mr. Mahendra N Mehta - Father of Mr. Jay M Mehta
 - b. Mrs. Narinder Kaur - Wife of Mr. M S Gilotra
 - c. Mr. Amandeep Singh Gilotra - Son of Mr. M S Gilotra
- v. **Enterprise having Key Management Personnel in common:**
 - a. Gujarat Sidhee Cement Limited

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
36.2 Transactions with related parties:		
i. Balances with promoter companies:		
Deposit with Sameta Exports Private Limited	308.66	308.66
ii. Payments to Key Managerial Personnel:		
a. Remuneration to Mr. Jay M Mehta	228.01	264.47
b. Remuneration to Mr. M S Gilotra	163.23	143.52
iii. Payments to relatives of Key Managerial Personnel:		
a. Directors sitting fees to Mr. Mahendra N Mehta	1.50	1.20
b. Deposits with Mrs. Narinder Kaur and Mr. Amandeep Singh Gilotra	130.00	130.00
c. Rent to Mrs. Narinder Kaur	9.00	9.00
d. Amount payable at the year-end to Mr. M S Gilotra	18.46	14.01
e. Amount payable at the year-end to Mr. Jay M Mehta	10.29	47.95
iv. Transactions with Gujarat Sidhee Cement Limited		
a. Purchase of goods and materials	1,432.16	2,857.25
b. Sale of goods and materials	194.91	132.42
c. Expenses / (Recovery) for services (net)	(118.77)	(107.24)
d. Amount payable / (receivable) at the year-end	23.25	(8.64)
v. Transactions with Sameta Exports Pvt. Limited and Pallor Trading Co. Pvt. Ltd.		
a. Payment on redemption of OCCPS	512.58	Nil
b. Interim preference dividend paid on OCCPS	1019.53	Nil

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	For the Year ended March 31, 2016 ₹ in lacs	For the Year ended March 31, 2015 ₹ in lacs
37. EARNINGS PER SHARE		
Weighted average number of equity shares of ₹ 10 each		
Issue of Partly paid up equity shares of ₹ 10 each, on November 10, 2015	18,000,000	Nil
Amount paid up per Share ₹ 5 hence considered proportionate	9,000,000	Nil
Number of Days in the current year for the partly paid up shares	142	Nil
Weighted average number partly paid up equity shares of ₹ 10 each	3,501,370	Nil
Balance at beginning of year	51,191,065	51,191,065
Weighted average number of equity shares of ₹ 10 each	54,692,435	51,191,065
Net Profit for the year	4,379.99	6,760.83
Less: Dividend and Dividend distribution Tax payable to OCCPS holders [Refer Note 2.2(b)]	270.96	89.39
Net Profit available to equity shareholders	4,109.03	6,671.44
Basic and diluted earnings per share (in Rupees)	7.51	13.03

38. Disclosure by way of Additional information as required for the preparation of Consolidated Financial Statements under Schedule III to the Companies Act, 2013 :

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in Profit or (Loss)	
	As % of Consolidated Net Assets	₹ in lacs	As % of consolidated Profit or (Loss)	₹ in lacs
1	2	3	4	5
Parent :				
Saurashtra Cement Limited	92.95%	24,635.31	100.23%	4,389.86
	91.95%	21,722.69	100.17%	6,772.04
Subsidiaries Indian:				
1 Pranay Holdings Limited	2.25%	596.28	-0.01%	(0.27)
	2.53%	596.65	0.00%	(0.23)
2 Prachit Holdings Limited	2.23%	591.41	-0.01%	(0.27)
	2.50%	591.49	0.00%	(0.23)
3 Ria Holdings Limited	2.24%	593.92	-0.01%	(0.27)
	2.52%	594.30	-0.01%	(0.67)
4 Reeti Investments Limited	0.06%	16.67	0.00%	(0.20)
	0.22%	51.06	0.00%	(0.21)
5 Agrima Consultants International Limited	0.27%	70.77	-0.20%	(8.85)
	0.29%	67.65	-0.15%	(9.88)
Minority Interest	Nil	Nil	Nil	Nil
Current Year	100.00%	26,504.36	100.00%	4,379.99
Previous Year	100.00%	23,623.84	100.00%	6,760.82

39. Previous Year's figures have been regrouped / reclassified to conform to the current year's presentation.

As per our Report of even date attached

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

PARESH H. CLERK
Partner
Membership No. 36148

Mumbai, Dated May 23, 2016

For and on Behalf of the Board of Directors

M.N. Mehta Chairman
Jay M. Mehta Executive Vice Chairman
M.N. Rao Director
M. S. Gilotra Managing Director
Rakesh H. Mehta Chief Financial Officer
Sonali Sanas Vice President (Legal) & Company Secretary

Mumbai, Dated May 23, 2016

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries

(₹ in Lacs)

Sl. No.	1	2	3	4	5	6
Name of the subsidiary	Pranay Holdings Limited	Prachit Holdings Limited	Ria Holdings Limited	Reeti Investments Limited	Agrima Consultants International Limited	Concorde Cement Pvt. Ltd.
Share capital	1,000.00	1,000.00	1,000.00	400.00	40.41	9.19
Reserves & surplus	(403.72)	(410.99)	(406.08)	(389.99)	(155.75)	–
Total Assets	597.20	591.47	594.49	51.17	80.85	–
Total Liabilities	0.92	2.46	0.57	41.17	196.18	–
Investments	476.58	478.19	478.17	50.43	0.25	–
Turnover	0.00	0.00	–	–	24.06	–
Profit / (Loss) before taxation	(0.27)	(0.27)	(0.27)	(0.20)	3.77	–
Provision for taxation	–	–	–	–	0.62	–
Profit / (Loss) after taxation	(0.27)	(0.27)	(0.27)	(0.20)	3.15	–
Proposed Dividend	–	–	–	–		–
% of shareholding	100%	100%	100%	100%	100%	100%

For and on Behalf of the Board of Directors

M.N. Mehta	<i>Chairman</i>
Jay M. Mehta	<i>Executive Vice Chairman</i>
M.N. Rao	<i>Director</i>
M. S. Gilotra	<i>Managing Director</i>
Rakesh H. Mehta	<i>Chief Financial Officer</i>
Sonali Sanas	<i>Vice President (Legal) & Company Secretary</i>

Mumbai, Dated May 23, 2016

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